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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Industrial Securities International Financial Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### China Industrial Securities International Financial Group Limited

興證國際金融集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8407)**

## PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the AGM to be held at Huashan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 25 May 2017 at 3:00 p.m. is set out on pages 22 to 27 of this circular.

Whether or not you are able or intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned thereof should you so wish.

*This circular together with the form of proxy will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of publication and on the Company's website at [www.xyzq.com.hk](http://www.xyzq.com.hk).*

31 March 2017

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## CHARACTERISTICS OF THE GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Huashan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 25 May 2017 at 3:00 p.m. or its any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 22 to 27 of this circular
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	China Industrial Securities International Financial Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM, as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares as set out in resolutions 5(A) of the AGM Notice
“Latest Practicable Date”	23 March 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained therein
“Listing Date”	20 October 2016
“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 and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares as set out in resolution 5(B) of the AGM Notice
“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 share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission in Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**China Industrial Securities International Financial Group Limited**

**興證國際金融集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8407)**

***Non-executive Directors:***

Mr. Lan Rong (*Chairman*)

Ms. Zhuang Yuanfang

***Executive Directors:***

Mr. Huang Jinguang (*Chief Executive Officer*)

Mr. Wang Xiang

Ms. Zeng Yanxia

***Independent non-executive Directors:***

Ms. Hong Ying

Mr. Tian Li

Mr. Qin Shuo

***Registered Office:***

PO Box 1350, Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

***Principal Place of Business***

***in Hong Kong:***

32/F, Infinitus Plaza

199 Des Voeux Road Central

Hong Kong

31 March 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with (a) the AGM Notice and (b) information in respect of the resolutions to be proposed at the AGM for the Repurchase Mandate, the Issue Mandate (including the extension of the Issue Mandate) and the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to an ordinary resolution passed by the Shareholders on 27 July 2016 will lapse at the conclusion of the AGM, the ordinary resolutions will be proposed at the AGM in relation to the Issue Mandate and authorisation of the extension of the Issue Mandate to allot, issue and deal with the Shares repurchased by the Company under the Repurchase Mandate, details of which are set out in ordinary resolutions 5(A) and 5(C) of the AGM Notice. The Shares which may be allotted and issued pursuant to the Issue Mandate is limited to a maximum of 20% of the aggregate number of Shares in issue at the date of passing of the proposed resolution of the Issue Mandate at the AGM. As at the Latest Practicable Date, the total number of Shares in issue was 4,000,000,000 Shares. Assuming that there is no change in the total number of Shares in issue between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be allotted, issued and dealt with pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 800,000,000 Shares.

The Issue Mandate will remain in effect until the earliest 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 or any applicable laws of the Cayman Islands; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

Subject to and conditional on the passing of the ordinary resolutions in relation to the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by adding to the Issue Mandate those Shares repurchased by the Company under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the Shares in issue on the date of passing of the resolution in relation to the Issue Mandate.

### REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to an ordinary resolution passed by the Shareholders on 27 July 2016 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM in relation to the Repurchase Mandate, details of which are set out in ordinary resolution 5(B) of the AGM Notice. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the aggregate number of the Shares in issue at the date of passing of the proposed resolution of the Repurchase Mandate at the AGM.



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## **LETTER FROM THE BOARD**

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The Repurchase Mandate will remain in effect until at the earliest 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 or any applicable laws of the Cayman Islands; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

### **RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the Board comprised Mr. Lan Rong and Ms. Zhuang Yuanfang as non-executive Directors; Mr. Huang Jinguang, Mr. Wang Xiang and Ms. Zeng Yanxia as executive Directors; Ms. Hong Ying, Mr. Tian Li and Mr. Qin Shuo as independent non-executive Directors.

Pursuant to articles 108(a) and (b) of the Articles, Mr. Lan Rong, Ms. Zhuang Yuanfang, Mr. Huang Jinguang, Mr. Wang Xiang, Ms. Zeng Yanxia, Ms. Hong Ying, Mr. Tian Li and Mr. Qin Shuo shall retire from office as Directors by rotation at the AGM and being eligible, offer themselves for re-election at the AGM.

The nomination committee of the Company has assessed and reviewed each of the independent non-executive Directors' annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 to the GEM Listing Rules and confirmed that all independent non-executive Directors remain independent.

Particulars of the Directors who offer themselves for re-election (the "Retiring Directors") are set out in Appendix II to this circular.

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## **LETTER FROM THE BOARD**

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### **ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The AGM Notice is set out on pages 22 to 27 of this circular. At the AGM, ordinary resolutions in respect of, among others, the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate and the re-election of retiring Directors will be proposed.

A form of proxy for use in connection with the AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding the AGM or its adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM or its adjournment should he/she/it so wish.

### **VOTING BY POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all resolutions as set out in the AGM Notice to be proposed at the AGM shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### **RECOMMENDATION**

The Directors believe that the ordinary resolutions in relation to the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate and the re-election of the Retiring Directors are in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the AGM Notice on pages 22 to 27 of this circular.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Your attention is also drawn to the information set out in the appendices to this circular.

Yours faithfully,  
By Order of the Board  
**China Industrial Securities International  
Financial Group Limited**  
**Lan Rong**  
*Chairman*

*This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,000,000,000 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to repurchase up to a maximum of 400,000,000 Shares, representing 10% of the issued Shares as at the date of passing of the ordinary resolution up to (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 or any applicable laws of the Cayman Islands; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

## **2. REASONS FOR REPURCHASE**

The Directors consider that the Repurchase Mandate is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or the earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands laws and the memorandum of association of the Company, the Articles and the GEM Listing Rules for such purpose.

**4. IMPACT OF REPURCHASES**

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with the position disclosed in the latest published audited consolidated financial statements of the Company for the year ended 31 December 2016. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands.

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates have any present intention to sell to the Company or its subsidiaries any of the Shares in the event that the Repurchase Mandate is approved by the Shareholders.

**6. EFFECT OF THE TAKEOVERS CODE**

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, China Industrial Securities International Holdings Limited was beneficially interested in 2,053,281,644 Shares, representing approximately 51.33% of the total number of issued Shares. China Industrial Securities International Holdings Limited is owned as to 100% by Industrial Securities (Hong Kong) Financial Holdings Limited. Industrial Securities (Hong Kong) Financial Holdings Limited is owned as to 100% by Industrial Securities Co., Ltd. Accordingly, each of Industrial Securities (Hong Kong) Financial Holdings Limited and Industrial Securities Co., Ltd. are deemed to be interested in 2,053,281,644 Shares held by China Industrial Securities International Holdings Limited, representing 51.33% of the total number of issued Shares.

In the event that the Repurchase Mandate was exercised in full by the Directors, the percentage shareholding of the China Industrial Securities International Holdings Limited would increase to approximately 57.04%. Such increase would not result in China Industrial Securities International Holdings Limited to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the Directors had no intention to exercise any of the Repurchase Mandate to such an extent as would give rise to the above offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences of repurchases which may result in the number of Shares in the hands of public falling below the minimum prescribed percentage of 25% as required by the GEM Listing Rules.

#### **7. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company from the Listing Date and up to the Latest Practicable Date (whether on the GEM or otherwise).

#### **8. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

## 9. SHARE PRICES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during the period from the Listing Date (i.e. 20 October 2016) up to and including the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2016</b>		
October (since 20 October 2016, being the Listing Date)	1.43	1.33
November	1.45	1.22
December	1.33	1.06
<b>2017</b>		
January	1.36	1.20
February	1.43	1.24
March (up to and including the Latest Practicable Date)	1.33	1.29

*The following are the particulars of the Directors proposed to be re-elected at the AGM:*

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors holds any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors holds any other positions with the Group.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors has any relationship with any other Directors, senior management, substantial or controlling Shareholders.

Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders nor any information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

#### **NON-EXECUTIVE DIRECTORS**

##### **Mr. Lan Rong (“Mr. Lan”)**

**Mr. Lan Rong**, aged 56, was appointed as a non-executive Director and the chairman of the Board on 1 June 2016. He was appointed as the chairman of the nomination committee of the Company and a member of remuneration committee of the Board on 30 September 2016. As chairman of the Board, he is responsible for the strategic development of the businesses of our Group.

Mr. Lan has over 25 years of experience in the financial services industry. From April 1994 to November 1999, Mr. Lan was the president of Industrial Securities. Since December 1999, Mr. Lan is the chairman of the board of directors of Industrial Securities, since July 2011, he is the chairman of the board of directors of Industrial Securities (Hong Kong) Financial Holdings Limited, and from April 2010 to August 2016, he was the chairman of the board of directors of Industrial Innovation Capital Management Co. Ltd. (興業創新資本管理有限公司).



He is currently serving as a part-time vice chairman of the Securities Association of China. Mr. Lan was an independent non-executive director of Jutal Offshore Oil Services Limited (巨濤海洋石油服務有限公司), an oil and gas company listed on the Stock Exchange (stock code: 03303) from May 2008 to July 2015.

Mr. Lan graduated from Jiangxi University of Finance and Economics, the PRC, in July 1983 with a bachelor's degree in finance. He further obtained an EMBA degree from the Cheung Kong Graduate School of Business, the PRC, in April 2007.

Mr. Lan has entered into a service contract with the Company for a term of three years commencing from 20 October 2016, which may be terminated by not less than three months' notice in writing served by either party on the other. Mr. Lan is not entitled to receive any emolument.

As at the Latest Practicable Date, Mr. Lan has interests in 9,263,389 shares granted under the Employee Share Participation Scheme of the Company. Save as disclosed herein, Mr. Lan does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**Ms. Zhuang Yuanfang (“Ms. Zhuang”)**

**Ms. Zhuang Yuanfang**, aged 46, was appointed as a non-executive Director on 1 June 2016. She was appointed as a member of audit committee of the Board on 30 September 2016. Ms. Zhuang's primarily responsibilities are to monitor and supervise the general management, investments and operations of our Group. Ms. Zhuang has over 24 years of experience in the financial services industry.

Ms. Zhuang joined the transactions department of the Industrial Securities Group in September 1992. From July 1995 to July 1996, Ms. Zhuang successively served as assistant to the general manager and the chief of the transactions department of the Industrial Securities Group. From July 1996 to August 2004, Ms. Zhuang successively served as the deputy general manager and general manager of the securities investment department of the Industrial Securities Group. From August 2004 to November 2005, Ms. Zhuang was appointed as the chief investment officer of the Industrial Securities Group and from March 2013 to August 2016, Ms. Zhuang was appointed as a director of Industrial Innovation Capital Management Co. Ltd (興業創新資本管理有限公司) since December 2005, Ms. Zhuang served as the deputy president of the Industrial Securities Group.

Currently, Ms. Zhuang is also the chairman of the board of directors of Aegon-Industrial Fund Management Co. Ltd. (興業全球基金管理有限公司), an investment management firm, an executive director of Industrial Securities Investment Management Co., Ltd (興業證券投資管理有限公司), and a director of Industrial Securities (Hong Kong) Financial Holdings Limited.

Ms. Zhuang obtained a bachelor's degree in world economics from Fudan University, the PRC, in July 1992, and a postgraduate master's degree in business management from Fudan University, the PRC, in July 2001. In September 2008, Ms. Zhuang completed an EMBA degree at the Cheung Kong Graduate School of Business, the PRC.

Ms. Zhuang has entered into a service contract with the Company for a term of three years commencing from 20 October 2016, which may be terminated by not less than three months' notice in writing served by either party on the other. Ms. Zhuang is not entitled to receive any emolument.

As at the Latest Practicable Date, Ms. Zhuang has interests in 8,131,197 shares granted under the Employee Share Participation Scheme of the Company. Save as disclosed herein, Ms. Zhuang does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

## **EXECUTIVE DIRECTORS**

### **Mr. Huang Jinguang (“Mr. Huang”)**

**Mr. Huang Jinguang**, aged 47, was appointed as a Director on 21 July 2015 and re-designated as an executive Director on 1 June 2016, and was further appointed as chief executive officer of the Company on 8 June 2016. Mr. Huang is primarily responsible for the overall management of the operations of our Group, and the day-to-day management of our Group's businesses and operations. Mr. Huang has over 23 years of experience in the financial services industry.

From November 1992 to January 2001, Mr. Huang successively served as a staff member and the deputy general member of the Industrial Securities Group's Nanping operations' division. From January 2001 to November 2001, Mr. Huang served as the general manager of the Industrial Securities Group's Chengdu operations' division. From November 2001 to November 2004, Mr. Huang successively served as the office manager, and then general manager of operations for the brokerage division of the Industrial Securities Group. From November 2004 to October 2007, Mr. Huang served concurrently as general manager of operations for the brokerage division of the Industrial Securities Group and the general manager of the Industrial Securities Group's Hangzhou operations' division. From October 2007 to July 2011, Mr. Huang served successively as, among others, office manager and general manager of the margin trading division of the Industrial Securities Group.

Since July 2011, Mr. Huang is a director and the chief executive officer of Industrial Securities (Hong Kong) Financial Holdings Limited. Currently, Mr. Huang is also a director of various subsidiaries of the Company.

Mr. Huang obtained a master's degree in business administration from Nanyang Technological University, Singapore in May 2010.

Mr. Huang has entered into a service contract with the Company for a term of three years commencing from 20 October 2016, which may be terminated by not less than three months' notice in writing served by either party on the other. Mr. Huang is entitled to receive emoluments of RMB1,551,840 per annum and discretionary bonus. Such emolument will be determined annually by the remuneration committee of the Company by reference to his relevant experience, responsibilities, workload and time devoted to the Group and performance of the Group.

As at the Latest Practicable Date, Mr. Huang has interests in 9,263,389 shares granted under the Employee Share Participation Scheme of the Company. Save as disclosed herein, Mr. Huang does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**Mr. Wang Xiang (“Mr. Wang”)**

**Mr. Wang Xiang**, aged 37, was appointed as an executive Director on 1 June 2016 and a deputy chief executive officer of the Company on 8 June 2016. Mr. Wang is primarily responsible for assisting the chief executive officer with the overall administration of business operations of our Group, and participating in the day-to-day management of our Group’s businesses and operations. Mr. Wang has over 8 years of experience in the financial services industry.

Prior to joining our Group, Mr. Wang joined the Industrial Securities Group as a research analyst of its securities investment department in March 2008. From August 2010 to December 2011, Mr. Wang served as a manager of the securities investment department of Industrial Securities Group, and from January 2012 to May 2015, Mr. Wang served as the assistant chief executive officer of Industrial Securities (Hong Kong) Financial Holdings Limited.

From May 2015 to 5 September 2016, Mr. Wang was the deputy chief executive officer of Industrial Securities (Hong Kong) Financial Holdings Limited. Currently, Mr. Wang is also a director of various subsidiaries of the Company.

Mr. Wang obtained a master’s degree in accounting and financial management from the University of Hertfordshire, the United Kingdom, in March 2006.

Mr. Wang has entered into a service contract with the Company for a term of three years commencing from 20 October 2016, which may be terminated by not less than three months’ notice in writing served by either party on the other. Mr. Wang is entitled to receive emoluments of RMB1,327,200 per annum and discretionary bonus. Such emolument will be determined annually by the remuneration committee of the Company by reference to his relevant experience, responsibilities, workload and time devoted to the Group and performance of the Group.

As at the Latest Practicable Date, Mr. Wang has interests in 8,131,197 shares granted under the Employee Share Participation Scheme of the Company. Save as disclosed herein, Mr. Wang does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**Ms. Zeng Yanxia (“Ms. Zeng”)**

**Ms. Zeng Yanxia**, aged 40, was appointed as an executive Director on 1 June 2016, and was further appointed as a deputy chief executive officer and the chief financial officer of the Company on 8 June 2016. Ms. Zeng is primarily responsible for assisting the chief executive officer with the overall management and supervision of the financial aspects of our Group’s operations, and participating in the day-to-day management of our Group’s businesses and operations. Ms. Zeng has approximately 10 years of experience in the financial services industry.

Prior to joining our Group, Ms. Zeng joined the accounting and finance department of the Industrial Securities Group in October 2006, following which she served successively as a manager of its internal division, assistant to the general manager, deputy director and deputy general manager. From August 2013 to March 2016, Ms. Zeng served as deputy general manager of the strategy development department of the Industrial Securities Group, and from March 2016 to 5 September 2016, Ms. Zeng was the deputy chief executive officer and CFO of Industrial Securities (Hong Kong) Financial Holdings Limited. Ms. Zeng is also a director of various subsidiaries of the Company.

Ms. Zeng graduated from the Zhongnan University of Finance and Economics (as it was then known as) with a bachelor’s degree in certified public accountancy in June 1998. She further obtained a master’s degree in finance from Wuhan University in June 2003, and a doctor in accounting from Xiamen University in July 2006. She is also a senior accountant and CPA of the PRC.

Ms. Zeng has entered into a service contract with the Company for a term of three years commencing from 20 October 2016, which may be terminated by not less than three months’ notice in writing served by either party on the other. Ms. Zeng is entitled to receive emoluments of HK\$1,234,800 per annum and discretionary bonus. Such emolument will be determined annually by the remuneration committee of the Company by reference to her relevant experience, responsibilities, workload and time devoted to the Group and performance of the Group.

As at the Latest Practicable Date, Ms. Zeng has interests in 7,204,858 shares granted under the Employee Share Participation Scheme of the Company. Save as disclosed herein, Ms. Zeng does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Hong Ying (“Ms. Hong”)**

**Ms. Hong Ying**, aged 66, was appointed as an independent non-executive Director on 27 July 2016. She was appointed as the chairman of audit committee of the Board on 30 September 2016. Ms. Hong has over 36 years of experience in the accounting industry. Ms. Hong is also qualified as a fellow certified public accountant and senior accountant in the PRC and a fellow certified public accountant of CPA Australia, and international associate member of Hong Kong CPA. Currently, Ms. Hong is the chairlady and legal representative of Beijing Fuqin Accountants Limited, a firm engaged in enterprise audit and accounting and consulting services, which is based in the PRC. Ms. Hong is also the chairlady and legal representative of Beijing Fuqin International Enterprise Management Consulting Limited, and the chairlady of Fortune International (Asia) Limited.

Ms. Hong completed the Finance CEO programme jointly offered by the Cheung Kong Graduate School of Business, Columbia Business School and London Business School in January 2009, and obtained a certificate in Executive Management from the Golden Gate University, the United States in August 1993.

Ms. Hong was a director of the companies named below. As confirmed by Ms. Hong, as far as she is aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against her.

Name of company	Place of incorporation	Nature of business before dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
Fortune International (Hong Kong) Certified Public Accountants Limited 富勤國際(香港)會計師行有限公司	Hong Kong	None; inactive since incorporation	11 February 2011	Deregistration	Cessation of business
Fortune International Certified Public Accountants (Hong Kong) Limited	Hong Kong	None; inactive since incorporation	11 February 2011	Deregistration	Cessation of business

Ms. Hong has entered into a service contract with the Company for a term of three years commencing from 27 July 2016, which may be terminated by not less than three months' notice in writing served by either party on the other. Ms. Hong is entitled to receive emoluments of HK\$200,000 per annum and discretionary bonus. Such emolument will be determined annually by the remuneration committee of the Company by reference to her relevant experience, responsibilities, workload and time devoted to the Group and performance of the Group.

As at the Latest Practicable Date, Ms. Hong did not have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

**Mr. Tian Li (“Mr. Tian”)**

**Mr. Tian Li**, aged 48, was appointed as an independent non-executive Director on 27 July 2016. He was appointed as the chairman of remuneration committee and a member of audit committee and nomination committee of the Board on 30 September 2016. Mr. Tian has over 16 years of experience in the financial services industry. Mr. Tian is a director of Shanghai Tuhong Investment Management Company Limited (上海圖鴻投資管理有限公司), a company primarily engaged in strategic investment, asset management, and the provision of corporate advisory services, and he also currently serves as the independent board director of the Bank of De Yang and of China Industrial International Trust Limited, respectively. For the avoidance of doubt, China Industrial International Trust Limited is a subsidiary of Industrial Bank Co. Ltd (興業銀行股份有限公司), which like Industrial Securities, is partially owned by Fujian Provincial Department of Finance (福建省財政廳). Mr. Tian’s previous experiences include employment with Bank of China International Limited as group executive director and head of financial institutions from January 2002 to October 2004.

Mr. Tian graduated with a bachelor’s degree in engineering from the People’s Liberation Army University of Science and Technology (previously known as the People’s Liberation Army Institute of Engineering Corps), the PRC, in July 1990. He then obtained a master’s degree in civil engineering from Cleveland State University, the United States, in August 1996, and a further master’s degree in business administration from Duke University, the United States, in May 1999.

Mr. Tian was a director of the company named below. As confirmed by Mr. Tian, as far as he is aware, the dissolution of this company has not resulted in any liability or obligation being imposed against him.

Name of company	Place of incorporation	Nature of business before dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
Harvest International (HK) Group Limited 禾成國際有限公司	Hong Kong	None; inactive since incorporation	14 March 2014	Striking Off	Inactive

Mr. Tian has entered into a service contract with the Company for a term of three years commencing from 27 July 2016, which may be terminated by not less than three months' notice in writing served by either party on the other. Mr. Tian is entitled to receive emoluments of HK\$200,000 per annum and discretionary bonus. Such emolument will be determined annually by the remuneration committee of the Company by reference to his relevant experience, responsibilities, workload and time devoted to the Group and performance of the Group.

As at the Latest Practicable Date, Mr. Tian did not have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

**Mr. Qin Shuo (“Mr. Qin”)**

**Mr. Qin Shuo**, aged 48, was appointed as an independent non-executive Director on 27 July 2016. He was appointed as a member of remuneration committee and nomination committee of the Board. Mr. Qin was the chief editor of China Business News (第一財經日報), from June 2004 to October 2015. Currently, Mr. Qin is an independent director of Shenzhen Bosun Institute of Management Science Co. Ltd (深圳市博商管理科學研究院股份有限公司), a consulting company trading on the National Equities Exchange and Quotations system in the PRC.

Mr. Qin graduated with a bachelor's degree in journalism from Fudan University, the PRC in July 1990, a master's degree in public administration from California State University (Northridge), the United States, in June 2001 and further obtained his doctor in business administration from Sun Yat-sen University, the PRC, in June 2009.

Mr. Qin has entered into a service contract with the Company for a term of three years commencing from 27 July 2016, which may be terminated by not less than three months' notice in writing served by either party on the other. Mr. Qin is entitled to receive emoluments of HK\$200,000 per annum and discretionary bonus. Such emolument will be determined annually by the remuneration committee of the Company by reference to his relevant experience, responsibilities, workload and time devoted to the Group and performance of the Group.

As at the Latest Practicable Date, Mr. Qin did not have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.



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## NOTICE OF ANNUAL GENERAL MEETING

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### China Industrial Securities International Financial Group Limited

興證國際金融集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8407)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of China Industrial Securities International Financial Group Limited (the “Company”) will be held at Huashan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 25 May 2017 at 3:00 p.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2016 and the reports of the board of directors (the “Director(s)”) and independent auditor of the Company.
2. To declare a final dividend of HK\$0.02 per share for the year ended 31 December 2016.
3.
  - (A) To re-elect Mr. Lan Rong as a non-executive Director;
  - (B) To re-elect Ms. Zhuang Yuanfang as a non-executive Director;
  - (C) To re-elect Mr. Huang Jinguang as an executive Director;
  - (D) To re-elect Mr. Wang Xiang as an executive Director;
  - (E) To re-elect Ms. Zeng Yanxia as an executive Director;
  - (F) To re-elect Ms. Hong Ying as an independent non-executive Director;
  - (G) To re-elect Mr. Tian Li as an independent non-executive Director;
  - (H) To re-elect Mr. Qin Shuo as an independent non-executive Director;
  - (I) To authorise Board to fix the Directors’ remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration.

and to consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions:

### ORDINARY RESOLUTIONS

5. (A) **“THAT:**
  - (a) subject to paragraph (c) of this Resolution below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, 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 unissued shares in the share capital of the Company (the “Shares”) or securities convertible into the Shares, or options or warrants for similar rights to subscribe for any Shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this Resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the board of directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the articles of association of the Company (the “Articles

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## NOTICE OF ANNUAL GENERAL MEETING

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of Association”) from time to time; or (iv) an issue of shares upon the exercise of the subscription rights under any option scheme or similar arrangement for the grant or issue to employees and other participants of the Company and/or any of its subsidiaries and associated companies of shares or rights to acquire shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest 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, the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands; and
- (iii) the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the Shareholders in general meeting.

“Right 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 on a fixed record date in proportion to their then holdings of such shares as at that date (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 of obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) “**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company (the “Shares”) on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “Commission”) and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) under the Hong Kong Code on Share Buy-backs issued by the Commission for this purpose, and in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of the Resolution above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest 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 is required to be held by the Articles of Association, the Companies Law, or any other applicable laws of the Cayman Islands; and
- (iii) the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**THAT** subject to the passing of resolutions numbered 5(A) and 5(B) as set out in the notice convening the annual general meeting of the Company of which this Resolution forms part (the “Notice”), the general mandate referred to in the Resolution numbered 5(A) as set out in the Notice be extended by the addition to the aggregate number of shares of the Company (the “Shares”) which may be allotted and issued or agreed to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate referred to in Resolution numbered 5(B) as set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this Resolution.”

By Order of the Board  
**China Industrial Securities International  
Financial Group Limited**  
**Lan Rong**  
*Chairman*

Hong Kong, 31 March 2017

***Principal Place of Business in Hong Kong:***

32/F, Infinitus Plaza  
199 Des Voeux Road Central  
Hong Kong

***Registered Office:***

PO Box 1350, Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

*Notes:*

1. Any shareholder of the Company (the “Shareholder”) entitled to attend and vote at the annual general meeting (the “AGM”) convened by the Notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the Articles of Association. A proxy need not be a Shareholder but must be present in person at the AGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use in connection with the AGM is enclosed. If you are not able to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the AGM or its adjournment should he/she/it so wish.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the AGM or its adjournment should he/she/it so wish.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but should more than one of such joint holders be present at the AGM in person or by proxy, that one of the said 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.
5. For determining the entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Monday, 22 May 2017 to Thursday, 25 May 2017, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 May 2017.
6. For determining the entitlement to the proposed final dividend for the year ended 31 December 2016, the transfer books and register of members of the Company will be closed from Thursday, 1 June 2017 to Monday, 5 June 2017, both days inclusive, during which period no share transfers can be registered. In order to qualify for the entitlement to the proposed final dividend, subject to passing of the ordinary resolution number 2 above at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 31 May 2017.
7. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.xyqz.com.hk](http://www.xyqz.com.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.