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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: 6058)

DISCLOSEABLE TRANSACTION IN RELATION TO SUBSCRIPTION AND ACQUISITION OF PERPETUAL SECURITIES

THE SUBSCRIPTION

On 29 November 2023 (after trading hours), CISI Investment, an indirect wholly-owned subsidiary of the Company, has subscribed through the lead managers to the offers of the Perpetual Securities by the Issuer, and such orders were confirmed and CISI Investment has been allocated with the Perpetual Securities in a total subscription amount of US\$11,000,000 (equivalent to approximately HK\$86,350,000) on 29 November 2023 (after trading hours), at a total consideration of US\$11,000,000 (equivalent to approximately HK\$86,350,000), exclusive of transaction costs.

THE ACQUISITION

On 30 November 2023, CISI Investment has further acquired an aggregate principal amount of US\$2,300,000 (equivalent to approximately HK\$18,055,000) of the Perpetual Securities on the open market at a total consideration of US\$2,301,900 (equivalent to approximately HK\$18,069,915).

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription and the Acquisition (on an aggregate basis) exceeds 5% but is less than 25%, the Subscription and the Acquisition constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

THE SUBSCRIPTION

The Board announces that on 29 November 2023 (after trading hours), CISI Investment, an indirect wholly-owned subsidiary of the Company, has subscribed through the lead managers to the offers of the Perpetual Securities by the Issuer, and such orders were confirmed and CISI Investment has been allocated with the Perpetual Securities in a total subscription amount of US\$11,000,000 (equivalent to approximately HK\$86,350,000) on 29 November 2023 (after trading hours), at a total consideration

of US\$11,000,000 (equivalent to approximately HK\$86,350,000), exclusive of transaction costs.

The orders to subscribe

Date: 29 November 2023

- Parties:
1. CISI Investment as subscriber
 2. The lead managers to the offer of the Perpetual Securities by the Issuer

To the best of the information, knowledge and belief of the Directors, the lead managers and their respective ultimate beneficial owners are Independent Third Parties.

The Subscription was funded from its internal resources.

Principal terms of the Perpetual Securities

Issuer: Soar Wind Ltd

Guarantor: AVIC International Leasing Co., Ltd. (the “**Guarantor**”)

Aggregate Principal Amount: US\$187,000,000

Total Subscription Amount: US\$11,000,000 (equivalent to approximately HK\$86,350,000)

Issue Price: 100% of the principal amount of the Perpetual Securities

Issue Date: 5 December 2023

Form and Denomination: The Perpetual Securities will be issued in registered form in the specified denomination of US\$200,000 and integral multiples of US\$1,000 in excess thereof.

Status of the Perpetual Securities: All the Perpetual Securities and the coupons relating to them will constitute direct, unsubordinated, unconditional and (subject to the Terms and Conditions) unsecured obligations of the relevant Issuer and shall at all times rank pari passu and without any preference among themselves as described in Terms and Conditions

Status of the Guarantee: The Guarantor has unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the relevant Issuer under the trust deed, the Perpetual Securities and the coupons. The payment obligations of the Guarantor under the Guarantee shall, save for such exceptions as may be provided by applicable legislation and subject to the Terms and Conditions, at all times rank at least equally with all other present and future unsecured and unsubordinated indebtedness and monetary obligations of the

Guarantor as described Terms and Conditions.

Interest:	From Issue Date until but excluding the first call date: fixed rate of 6.125%, payable semi-annually in arrear ("Initial Distribution Rate"), subject to distribution deferral. From the first call date and each date falling every 3 years thereafter: reset to the prevailing 3-year treasury rate plus initial spread plus 300 bps step-up, payable semi-annually in arrear (the "Relevant Reset Distribution Rate"), subject to distribution deferral.
Redemption for Tax Reasons:	The Perpetual Securities may be redeemed at the option of the relevant Issuer in whole, but not in part, at any time for taxation reasons as further described in the Terms and Conditions.
Redemption for Change of Control:	The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time on giving not more than 60 nor less than 30 days' notice to the Perpetual Security holders (or such other notice period as may be specified in the relevant pricing supplement) in accordance with the Terms and Conditions (which notice shall be irrevocable) and in writing to the trustee and the principal paying agent, if a change of control event occurs as further described in the Terms and Conditions.
Listing and Admission to Trading:	Application has been made to the Stock Exchange for the listing of the Perpetual Securities under which instruments may be issued during the 12-month period after the date of the offering circular on the Stock Exchange by way of debt issues to professional investors only.

THE ACQUISITION

The Board further announces that on 30 November 2023, CISI Investment has further acquired an aggregate principal amount of US\$2,300,000 (equivalent to approximately HK\$18,055,000) of the Perpetual Securities on the open market at a total consideration of US\$2,301,900 (equivalent to approximately HK\$18,069,915).

The Perpetual Securities were issued by the Issuer. Information of the Issuer are stated in the section headed "INFORMATION OF THE ISSUER AND THE GUARANTOR" of this announcement.

As the Acquisition was made through the securities brokers of CISI Investment and conducted on the open market, the identities of the sellers of the Perpetual Securities cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the sellers of the Perpetual Securities and their respective beneficial owners are Independent Third Parties.

The Acquisition was funded from the Company's internal resources.

INFORMATION OF THE ISSUER AND THE GUARANTOR

According to the offering circular of the Perpetual Securities issued by the Issuer, the issuer was incorporated as an exempted company with limited liability in Cayman Islands. The Issuer was established for the purpose of issuing the instruments and on-lending the proceeds to the Guarantor or its subsidiaries.

The Guarantor is a company incorporated in the PRC with limited liability. As at 30 June 2023, the Guarantor was one of the leading leasing companies in the PRC and was one of the largest domestic leasing companies which provide both general aircraft and regional aircraft leasing services to its customers.

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Issuer and its respective ultimate beneficial owners are Independent Third Parties.

INFORMATION OF THE GROUP

The Group is principally engaged in the provision of brokerage services, margin financing services, corporate finance services, asset management services and financial products and investments.

REASONS AND BENEFITS FOR THE SUBSCRIPTION AND THE ACQUISITION

The Group subscribed and acquired the Perpetual Securities for investment purpose. The Directors consider that the Subscription and the Acquisition provide the Group with an opportunity to balance and diversify its investment portfolio, as well as to generate stable return to the Group. The Subscription and the Acquisition are in line with the Group's investment strategy.

The Directors consider the terms of the Subscription and the Acquisition and the Terms and Conditions are on normal commercial terms which are fair and reasonable and the Subscription and the Acquisition are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription and the Acquisition (on an aggregate basis) exceeds 5% but is less than 25%, the Subscription and the Acquisition constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the meanings set out below:

“Acquisition”	the acquisition of the Perpetual Securities by CISI Investment on the open market on 30 November 2023
“Board”	the board of Directors

“CISI Investment”	CISI Investment Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company. Its principal business is investment
“Company”	China Industrial Securities International Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on the Main Board of the Stock Exchange (stock code: 6058)
“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
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons
“Issuer”	Soar Wind Ltd, information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Perpetual Securities”	US\$187,000,000 Guaranteed Perpetual Capital Securities issued by Soar Wind Ltd and guaranteed by AVIC International Leasing Co., Ltd., information of the Issuer and the Guarantor are stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR OF PERPETUAL SECURITIES” in this announcement
“PRC”	the People’s Republic of China
“Shareholder(s)”	holder(s) of the issued shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Perpetual Securities by CISI Investment on 29 November 2023
“Terms and Conditions”	the terms and conditions of the Perpetual Securities
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

In this announcement, amounts in US\$ are translated into HK\$ on the basis of US\$1.00 = HK\$7.85. The conversion rate is for illustration purposes only and should not be taken as a representation that US\$ could actually be converted into HK\$ at such rate or at all.

By Order of the Board
China Industrial Securities International Financial Group Limited
Hu Pingsheng
Chairman

Hong Kong, 30 November 2023

As at the date of this announcement, the Board comprises one non-executive Director, namely Mr. Hu Pingsheng (Chairman), two executive Directors, namely Mr. Cai Junzheng and Ms. Zhang Chunjuan, and three independent non-executive Directors, namely Ms. Hong Ying, Mr. Tian Li and Mr. Qin Shuo.