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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 SUBSCRIPTIONS OF BONDS

THE SUBSCRIPTIONS

Reference is made to the announcement of the Company dated 27 November 2023. During the period from 24 November 2023 to 21 December 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 Bonds by the Issuer, and such orders were confirmed and CISI Investment has been allocated with the Bonds in the aggregate subscription amount of US\$14,450,000 (equivalent to approximately HK\$113,432,500) during the period from 24 November 2023 to 21 December 2023 (after trading hours), at a total consideration of approximately US\$14,482,021 (equivalent to approximately HK\$113,683,864), exclusive of transaction costs.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscriptions (on an aggregate basis) exceeds 5% but is less than 25%, the Subscriptions 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.

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The orders to subscribe

Date: 21 December 2023

Parties: 1. CISI Investment as subscriber
2. The lead managers to the offers of the Bonds by the Issuer

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

The Subscriptions were funded from its internal resources.

Principal terms of the Bonds

Issuer: Luso International Banking Limited

Aggregate principal amount: US\$ 430,000,000

Total subscription amount: US\$14,450,000 (equivalent to approximately HK\$113,432,500)

Issue price: 100% of the principal amount of the Bonds

Issue date of the Existing Bonds: 29 November 2023

Issue date of the Additional Bonds: 28 December 2023

Maturity date: 29 May 2034

Form and denomination: The Bonds will be issued in registered form in the specified denomination of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.

Status of the Bonds: The Bonds will constitute direct, unsecured and subordinated obligations of the Issuer, ranking *pari passu* without any preference among themselves.

Interest: The Bonds will bear interest at a rate of 7.50% per annum, payable semi-annually in arrears on 29 May and 29 November in each year commencing on 29 May 2024.

Redemption for Tax Reasons: Subject to the Terms and Conditions, the Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time (whether before, on or following the call date), at their principal amount together with any accrued but unpaid interest to, but excluding, the date fixed for redemption, subject to adjustments following the occurrence of a non-viability trigger event in accordance with the Terms and Conditions, if the Issuer satisfies the trustee immediately

before the giving of such notice that (i) it has or will become obliged to pay additional amounts as described under the Terms and Conditions as a result of any change in, or amendment to, the laws or regulations of Macau or any political subdivision or any authority thereof or therein, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after 24 November 2023; and (ii) such obligation will apply on the occasion of the next payment due in respect of the Bonds and cannot be avoided by the Issuer taking reasonable measures available to it.

Listing: The Existing Bonds are listed on the MOX and the Stock Exchange. Application will be made to the MOX for the listing of the Additional Bonds by way of debt issues to MOX professional investors only. Admission to the listing of the Bonds on the MOX shall not be taken as an indication of the merits of the Issuer or the Bonds. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Additional Bonds by way of debt issues to professional investors only.

INFORMATION OF THE ISSUER

According to the offering circular of the Bonds issued by the Issuer, the issuer is a limited liability company incorporated in Macau. It provides a wide range of banking and related financial services to retail and corporate customers in Macau. It operates through three segments: personal banking, commercial banking, and financial markets services.

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 SUBSCRIPTIONS

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

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

LISTING RULES IMPLICATIONS

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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:

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| “Additional Bonds” | U.S.\$150,000,000 Tier 2 Capital Bonds due 2034 to be issued on 28 December 2023 by the Issuer (to be consolidated and form a single series upon issue with the Existing Bonds), information of the Issuer is stated in the section headed “INFORMATION OF THE ISSUER” in this announcement |
| “Board” | the board of Directors |
| “Bonds” | the Additional Bonds and the Existing Bonds |
| “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 |
| “Existing Bonds” | U.S.\$280,000,000 Tier 2 Capital Bonds due 2034 issued on 29 November 2023 by the Issuer, information of the Issuer is stated in the section headed “INFORMATION OF THE ISSUER” in this announcement |
| “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” | Luso International Banking Limited, information of which is stated in the section headed “INFORMATION OF THE ISSUER” in this announcement |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Macau” | the Macau Special Administrative Region of the PRC |

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| “MOX” | Chongwa (Macao) Financial Asset Exchange Co., Ltd. |
| “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 |
| “Subscriptions” | During the period from 24 November 2023 to 21 December 2023, the subscriptions of the Bonds by CISI Investment |
| “Terms and Conditions” | the terms and conditions of the Bonds |
| “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, 22 December 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.