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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 OF NOTES**

### **THE SUBSCRIPTION**

On 4 January 2024 (after trading hours), CISI Investment, an indirect wholly-owned subsidiary of the Company, has subscribed through the lead manager to the offer of the Notes by the Issuer, and such order was confirmed and CISI Investment has been allocated with the Notes in the total subscription amount of US\$9,000,000 (equivalent to approximately HK\$70,650,000) on 4 January 2024 (after trading hours), at a consideration of US\$9,000,000 (equivalent to approximately HK\$70,650,000), exclusive of transaction costs.

### **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but is less than 25%, the Subscription constitutes a discloseable transaction of the Company and is 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 4 January 2024 (after trading hours), CISI Investment, an indirect wholly-owned subsidiary of the Company, has subscribed through the lead manager to the offer of the Notes by the Issuer, and such order was confirmed and CISI Investment has been allocated with the Notes in the total subscription amount of US\$9,000,000 (equivalent to approximately HK\$70,650,000) on 4 January 2024 (after trading hours), at a consideration of US\$9,000,000 (equivalent to approximately HK\$70,650,000), exclusive of transaction costs.

### **The order to subscribe**

Date: 4 January 2024

Parties: 1. CISI Investment as subscriber

## 2. The lead manager to the offer of the Notes by the Issuer

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

The Subscription was funded from its internal resources.

### Principal terms of the Notes

Issuer:	Golden Dragon Mountain Trading (BVI) Co., Limited
Guarantor:	Jinan Zhangqiu Holding Group Co., Ltd.* (濟南章丘控股集團有限公司)
Aggregate principal amount:	US\$118,783,000
Total subscription amount:	US\$9,000,000 (equivalent to approximately HK\$70,650,000)
Issue price:	100% of the principal amount of the Notes
Issue date:	10 January 2024
Maturity date:	5 December 2024
Form and denomination:	The Notes will be issued in registered form in the specified denomination of US\$200,000 each and integral multiples of US\$1,000 in excess thereof.
Status of the Notes:	The Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank and will rank pari passu, without any preference or priority among themselves, with all other outstanding unsecured and unsubordinated obligations of the Issuer, present and future, but, in the event of insolvency, only to the extent permitted by applicable laws and regulations relating to creditors' rights.
Status of the Guarantee:	The payment of principal, premium and interest in respect of the Notes and all other moneys expressed to be payable by the Issuer under or pursuant to the trust deed and the Notes has been unconditionally and irrevocably guaranteed by the Guarantor in the guarantee. The obligations of the Guarantor under the guarantee constitute direct, unconditional, unsubordinated and unsecured obligations of the Guarantor and rank and will rank pari passu with all other outstanding unsecured and unsubordinated obligations of the Guarantor, present and future, but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.

Interest:	Fixed rate of 5.90% per annum
Redemption for Taxation Reasons:	The Issuer may at its option, having given not less than 30 nor more than 60 days' notice to the noteholders in accordance with the Terms and Conditions and in writing to the trustee and the principal paying agent (which notice shall be irrevocable), redeem all the Notes, but not some only, at any time at their principal amount together with interest accrued up to but excluding the date of redemption, in the event of certain changes affecting taxes of a Relevant Jurisdiction (as defined in the Terms and Conditions), as further described in the Terms and Conditions.
Redemption for Change of Control or No Registration Event:	Following the occurrence of a change of control or no registration event, the holder of each note will have the right at such holder's option, to require the Issuer to redeem all, but not some only, of that holder's Notes on the put settlement date (as defined in the Terms and Conditions) at 100% of their principal amount together with accrued interest up to but excluding the put settlement date, as further described in the Terms and Conditions.
Listing:	Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Notes by way of debt issues to professional investors only.

## **INFORMATION OF THE ISSUER AND THE GUARANTOR**

According to the offering circular of the Notes issued by the Issuer, the issuer is a company incorporated in British Virgin Islands which is an indirect wholly-owned subsidiary of the Guarantor. The Issuer does not carry and has not carried on any business other than acting as an investment holding company and entering into the arrangements for the issue of the Notes.

The Guarantor is a company incorporated with limited liability in PRC, whose ultimate beneficial owner is the Finance Bureau of Zhangqiu District, Jinan City (濟南市章丘區財政局), which is directly under the administration of Zhangqiu District Government (章丘區人民政府). The Issuer's group is the core investment, financing and operating entity for infrastructure construction in Zhangqiu District, Jinan City. In addition to infrastructure construction, the Issuer's group is also engaged in hotel operation, commodities trading, tourism and investment business and other business operations such as salt distribution and property management. Leveraging the rapid development of Zhangqiu District, Jinan City, with strong support by the government and its stable business model, the Issuer's group has invested and participated in a certain number of infrastructure construction projects with strategic importance in Zhangqiu District, Jinan City.

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

The Group subscribed the Notes for investment purpose. The Directors consider that the Subscription provides the Group with an opportunity to balance and diversify its investment portfolio, as well as to generate stable return to the Group. The Subscription is in line with the Group's investment strategy.

The Directors consider the terms of the Subscription and the Terms and Conditions are on normal commercial terms which are fair and reasonable and the Subscription is 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 exceeds 5% but is less than 25%, the Subscription constitutes a discloseable transaction of the Company and is 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:

“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
“Guarantor”	Jinan Zhangqiu Holding Group Co., Ltd., * (濟南章丘控股集團有限公司) information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” 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”	Golden Dragon Mountain Trading (Bvi) Co., Limited, 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
“Notes”	US\$ 118,783,000 5.90% Credit Enhanced Guaranteed Notes due 5 December 2024 issued by the Issuer and unconditionally and irrevocably guaranteed by the Guarantor, information of the Issuer and the Guarantor are stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” 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 Notes by CISI Investment on 4 January, 2024
“Terms and Conditions”	the terms and conditions of the Notes
“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, 5 January 2024

*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.*

*\* For identification purpose only*