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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 ACQUISITIONS OF NOTES

THE ACQUISITIONS

During the period from 6 October 2023 to 18 January 2024, CISI Investment, an indirect wholly-owned subsidiary of the Company, has acquired the Notes in an aggregate principal amount of US\$10,155,000 (equivalent to approximately HK\$79,716,750) at a total consideration of approximately US\$8,636,729 (equivalent to approximately HK\$67,798,320) on the open market.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of each of (i) the Acquisition on a stand-alone basis; and (ii) the Acquisitions when aggregated with the Previous Acquisitions, exceed(s) 5% but is less than 25%, the Acquisitions 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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Principal terms of the Notes

Issuer	:	CNOOC Finance (2015) Australia Pty Ltd (the “ Issuer ”)
Guarantor	:	CNOOC Limited (the “ Guarantor ”)
Aggregate Principal Amount	:	US\$ 300,000,000

Interest	:	Fixed 4.20% per annum
Maturity Date	:	5 May 2045
Issue Price	:	100% of the principal amount of the Notes
Listing	:	The Notes were listed on the Stock Exchange

The Notes were issued by the Issuer and were unconditionally and irrevocably guaranteed by the Guarantor. Information of each of the Issuer and the Guarantor are stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” of this announcement.

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

The Acquisitions were funded from the Company’s internal resources.

INFORMATION OF THE ISSUER AND THE GUARANTOR

According to the public information available to the Directors, the Issuer is a wholly-owned subsidiary of the Guarantor which was incorporated as a proprietary company in Victoria, Australia. The Issuer has no material assets and will conduct no business except in connection with the issuance of debt securities and the advance of proceeds from such issuance to the Guarantor or a company controlled by the Guarantor.

The Guarantor is a company incorporated with limited liability in Hong Kong and listed on the Stock Exchange (stock code: 883) and Shanghai Stock Exchange (stock code: 600938), respectively, which is an upstream company specializing in the exploration, development and production of oil and natural gas. It is the dominant oil and natural gas producer in offshore China. The largest shareholder of the Guarantor is CNOOC BVI Limited, which holds approximately 60.49% of the issued shares of the Guarantor and the ultimate beneficiary owner is China State-owned Assets Supervision and Administration Commission (中國國有資產監督管理委員會).

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 ACQUISITIONS

The Group acquired the Notes for investment purpose. The Directors consider that the Acquisitions provide the Group with an opportunity to balance and diversify its investment portfolio, as well as to generate a stable return to the Group. The Acquisitions are in line with the Group’s investment strategy. The Directors consider that the Acquisitions are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

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DEFINITIONS

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

“Acquisition”	the acquisition of the Notes in the principal amount of US\$6,645,000 (equivalent to approximately HK\$52,163,250) at a consideration of approximately US\$5,726,152 (equivalent to approximately HK\$44,950,290) by CISI Investment on the open market on 18 January 2024
“Acquisitions”	the Acquisition and the Previous Acquisitions
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	the US\$300,000,000 4.20% Guaranteed Notes due 2045 issued by CNOOC Finance (2015) Australia Pty Ltd and unconditionally and irrevocably guaranteed by CNOOC Limited, information of the Issuer and the Guarantor are stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in

this announcement

“PRC” or “China”	The People’s Republic of China
“Previous Acquisitions”	the acquisitions of (1) the Notes in a principal amount of US\$1,600,000 (equivalent to approximately HK\$12,560,000) at a consideration of approximately US\$1,254,448 (equivalent to approximately HK\$9,847,417) by CISI Investment on 6 October 2023 on the open market and (2) the Notes in a principal amount of US\$1,910,000 (equivalent to approximately HK\$14,993,500) at a consideration of approximately US\$1,656,129 (equivalent to approximately HK\$13,000,614) by CISI Investment on 11 January 2024 on the open market. The total consideration of the Previous Acquisitions is approximately US\$2,910,577 (equivalent to approximately HK\$22,848,031)
“Shareholder(s)”	holder(s) of the issued shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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, 18 January 2024

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