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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 22 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\$10,000,000 (equivalent to approximately HK\$78,500,000) on 22 January 2024 (after trading hours), at a consideration of US\$9,981,900 (equivalent to approximately HK\$78,357,915), 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.

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The order to subscribe

Date: 22 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:	New York Life Global Funding
Aggregate Principal Amount:	US\$600,000,000
Total Subscription Amount:	US\$10,000,000 (equivalent to approximately HK\$78,500,000)
Issue Price:	99.819% of the principal amount of the Notes
Denomination:	In minimum denominations of US\$2,000 and integral multiples of US\$1,000 in excess thereof
Interest:	Fixed 4.70% per annum
Issue Date:	29 January 2024
Maturity Date:	29 January 2029
Status of the Notes:	The Notes will be direct, unconditional, secured and unsubordinated non-recourse obligations incurred by the Issuer with respect to the relevant series of the Notes of the Issuer and will rank equally among themselves without any preference. The Notes will be secured by, among other things, one or more funding agreements issued by New York Life to the Issuer. In any rehabilitation, liquidation, conservation, dissolution or reorganization relating to New York Life, under New York law as in effect on the date of the offering memorandum of the Notes, the claims under each funding agreement with respect to (i) payments of principal and interest would be accorded a priority equal to that of policyholders of New York Life (i.e., would rank pari passu with the claims of policyholders of New York Life) and superior to the claims of general creditors of New York Life and (ii) payments of additional amounts would rank pari passu with the claims of general creditors of New York Life.
No Guarantee	The Issuer is not a subsidiary or affiliate of New York Life, or any of its subsidiaries or affiliates. The obligations of the Issuer evidenced by the Notes will not be obligations of, and will not be guaranteed by, any other person, including, but not limited to, New York Life or any of its subsidiaries or affiliates.

Listing: Application will be made to Euronext Dublin for the Notes issued during the period of 12 months from the date of the offering memorandum to be admitted to the official list and trading on its Global Exchange Market.

INFORMATION OF THE ISSUER

According to the offering circular of the Notes issued by the Issuer, the Issuer is a special purpose statutory trust created under the laws of the State of Delaware of the United States pursuant to the trust agreement between Wilmington Trust Company as the administrative trustee and the trust beneficial owner (the “Trust Beneficial Owner”) and the filing of the certificate of trust for the purpose of, among other things, issuing the Notes. GSS Holdings II, Inc. as the Trust Beneficial Owner, is the holder of the beneficial interest certificate which evidences a beneficial interest in the general property of the Issuer.

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
“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”	New York Life Global Funding, 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
“New York Life”	New York Life Insurance Company, a New York mutual life insurance company
“Notes”	4.70% senior secured medium-term notes in the aggregate principal amount of US\$600,000,000 due on 29 January 2029 issued by the Issuer, information of which is stated in the section headed “INFORMATION OF THE ISSUER” 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 22 January 2024
“Terms and Conditions”	the terms and conditions of the Notes
“United States”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States
“%”	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, 23 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.