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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)**

**ISSUANCE OF U.S.\$300,000,000 FLOATING RATE  
GUARANTEED BONDS DUE 2027**

Reference is made to the announcement of the Company dated 26 January 2024, in respect of the Bonds Issue (the “**Announcement**”). Unless the context herein defines otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

On 26 January 2024, the Company, Industrial Securities Co., Ltd. (the “**Guarantor**”), the Joint Bookrunners and Joint Lead Managers entered into the Subscription Agreement in connection with the Bonds Issue, subsequent to the book building exercise conducted by the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers of the Bonds Issue.

The gross proceeds from the Bonds Issue will be U.S.\$300,000,000. The Company intends to use the net proceeds from the Bonds Issue, consisting of the gross proceeds of the Bonds Issue less the underwriting discounts and commissions and other expenses payable in connection with the Bonds Issue, for refinancing existing indebtedness.

The Company will apply to the Stock Exchange for the listing of and permission to deal in the Bonds, by way of debt issues to Professional Investors, only.

Reference is made to the announcement of the Company dated 26 January 2024 in respect of the Bonds Issue. Unless the context herein defines otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

The Board is pleased to announce that on 26 January 2024, the Company, the Guarantor, the Joint Bookrunners and Joint Lead Managers entered into the Subscription Agreement in connection with the Bonds Issue, subsequent to the book building exercise conducted by the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers of the Bonds Issue.

## **THE SUBSCRIPTION AGREEMENT**

Date: 26 January 2024

### **Parties to the Subscription Agreement**

- (a) the Company as the issuer;
- (b) the Guarantor;
- (c) China Industrial Securities International Brokerage Limited;
- (d) Industrial Bank Co., Ltd. Hong Kong Branch;
- (e) CNCB (Hong Kong) Capital Limited;
- (f) Luso International Banking Limited;
- (g) Standard Chartered Bank;
- (h) Chiyu Banking Corporation Limited;
- (i) CMB International Capital Limited;
- (j) Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch;
- (k) CMBC Securities Company Limited;
- (l) CMB Wing Lung Bank Limited;
- (m) Bank of China Limited, Singapore Branch;
- (n) ABCI Capital Limited;
- (o) Bank of Communications Co., Ltd. Hong Kong Branch;
- (p) BOCOM International Securities Limited;
- (q) CCB International Capital Limited;
- (r) CEB International Capital Corporation Limited;
- (s) China Everbright Bank Co., Ltd., Hong Kong Branch;
- (t) China Galaxy International Securities (Hong Kong) Co., Limited;

- (u) China International Capital Corporation Hong Kong Securities Limited;
- (v) China Minsheng Banking Corp., Ltd., Hong Kong Branch;
- (w) China Zheshang Bank Co., Ltd. (Hong Kong Branch);
- (x) CLSA Limited;
- (y) Emirates NBD Bank PJSC;
- (z) Guotai Junan Securities (Hong Kong) Limited;
- (aa) Haitong International Securities Company Limited;
- (bb) Hua Xia Bank Co., Limited Hong Kong Branch;
- (cc) ICBC International Securities Limited;
- (dd) Industrial and Commercial Bank of China (Asia) Limited;
- (ee) Industrial and Commercial Bank of China Limited, Singapore Branch;
- (ff) Shenwan Hongyuan Securities (H.K.) Limited;
- (gg) SMBC Nikko Securities (Hong Kong) Limited;
- (hh) SPDB International Capital Limited; and
- (ii) Zhongtai International Securities Limited.

China Industrial Securities International Brokerage Limited, Industrial Bank Co., Ltd. Hong Kong Branch, CNCB (Hong Kong) Capital Limited, Luso International Banking Limited, Standard Chartered Bank, Chiyu Banking Corporation Limited, CMB International Capital Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, CMBC Securities Company Limited, CMB Wing Lung Bank Limited, Bank of China Limited, Singapore Branch, ABCI Capital Limited, Bank of Communications Co., Ltd. Hong Kong Branch, BOCOM International Securities Limited, CCB International Capital Limited, CEB International Capital Corporation Limited, China Everbright Bank Co., Ltd., Hong Kong Branch, China Galaxy International Securities (Hong Kong) Co., Limited, China International Capital Corporation Hong Kong Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, China Zheshang Bank Co., Ltd. (Hong Kong Branch), CLSA Limited, Emirates NBD Bank PJSC, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, Hua Xia Bank Co., Limited Hong Kong Branch, ICBC International Securities Limited, Industrial and Commercial Bank of China (Asia) Limited, Industrial and Commercial Bank of China Limited, Singapore Branch, Shenwan Hongyuan Securities (H.K.) Limited, SMBC Nikko Securities (Hong Kong) Limited, SPDB International Capital Limited and Zhongtai International Securities Limited have been appointed as the Joint Bookrunners and Joint Lead Managers for the Bonds Issue. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Industrial Bank Co., Ltd. Hong Kong Branch, CNCB (Hong Kong) Capital

Limited, Luso International Banking Limited, Standard Chartered Bank, Chiyu Banking Corporation Limited, CMB International Capital Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, CMBC Securities Company Limited, CMB Wing Lung Bank Limited, Bank of China Limited, Singapore Branch, ABCI Capital Limited, Bank of Communications Co., Ltd. Hong Kong Branch, BOCOM International Securities Limited, CCB International Capital Limited, CEB International Capital Corporation Limited, China Everbright Bank Co., Ltd., Hong Kong Branch, China Galaxy International Securities (Hong Kong) Co., Limited, China International Capital Corporation Hong Kong Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, China Zheshang Bank Co., Ltd. (Hong Kong Branch), CLSA Limited, Emirates NBD Bank PJSC, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, Hua Xia Bank Co., Limited Hong Kong Branch, ICBC International Securities Limited, Industrial and Commercial Bank of China (Asia) Limited, Industrial and Commercial Bank of China Limited, Singapore Branch, Shenwan Hongyuan Securities (H.K.) Limited, SMBC Nikko Securities (Hong Kong) Limited, SPDB International Capital Limited and Zhongtai International Securities Limited is an independent third party and not a connected person of the Company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, China Industrial Securities International Brokerage Limited, as joint global coordinator, joint bookrunner and joint lead manager, is a directly held and wholly-owned subsidiary of the Company.

The Bonds have not been, and will not be registered, under the U.S. Securities Act. The Bonds will only be offered outside the United States in compliance with Regulation S under the U.S. Securities Act.

## **Principal terms of the Bonds**

### ***Bonds Offered***

Subject to certain conditions to completion, the Company will issue the Bonds in the aggregate principal amount of U.S.\$300,000,000, which will mature on the Interest Payment Date (as defined in the Terms and Conditions of the Bonds) falling on or nearest to 2 February 2027, unless earlier redeemed pursuant to the terms thereof.

### ***Issue Price***

The Issue Price of the Bonds will be 100.0% of the principal amount of the Bonds.

### ***Interest***

The Bonds will bear interest on their outstanding principal amount from and including 2 February 2024 at the rate equal to Compounded SOFR Index (as defined in the Terms and Conditions of the Bonds) plus 0.90% per annum, payable in arrear on 2 February, 2 May, 2 August and 2 November in each year (each subject to adjustment in accordance with the Terms and Conditions of the Bonds).

### ***Ranking of the Bonds***

The Bonds constitute direct, unsubordinated, unconditional and (subject to the Terms and Conditions of the Bonds) unsecured obligations of the Company and (subject to the Terms and Conditions of the Bonds) rank and will rank pari passu, without any preference 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 relating to creditors' rights.

### ***Events of Default***

If an event of default occurs, the Trustee at its discretion may, and if so requested by holders of at least 25% in the principal amount of the Bonds then outstanding or if so directed by an extraordinary resolution of the holders of the Bonds shall (provided that in either such case, the Trustee shall have been indemnified and/or secured and/or pre-funded to its satisfaction), give notice to the Company and the Guarantor that the Bonds are, and they shall immediately become, due and payable at their principal amount together (if applicable) with accrued interest.

### ***Redemption***

Unless previously redeemed, or purchased and cancelled in accordance with the Terms and Conditions of the Bonds, the Bonds will be redeemed at their principal amount on the maturity date of the Bonds.

The Bonds may be redeemed in accordance with the Terms and Conditions of the Bonds for taxation reasons or if there has been a Change of Control or No Registration Event (as defined in the Terms and Conditions of the Bonds).

### ***Use of Proceeds of the Bonds Issue***

The Company is a comprehensive financial group that provides a full-spectrum of financial services in Hong Kong.

The gross proceeds from the Bonds Issue will be U.S.\$300,000,000. The Company intends to use the net proceeds from the Bonds Issue, consisting of the gross proceeds of the Bonds Issue less the underwriting discounts and commissions and other expenses payable in connection with the Bonds Issue, for refinancing existing indebtedness.

## **LISTING**

The Company will apply to the Stock Exchange for the listing of and permission to deal in the Bonds, by way of debt issues to Professional Investors only.

## **GENERAL**

**As the conditions precedent to completion of the Subscription Agreement may or may not be satisfied and the Subscription Agreement may be terminated upon the**

**occurrence of certain events, prospective investors and Shareholders are advised to exercise caution when dealing in the securities of the Company.**

## **DEFINITIONS**

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

“Bonds”	the floating rate bonds due 2027 in the principal amount of U.S.\$300,000,000 to be issued by the Company unconditionally and irrevocably guaranteed by the Guarantor;
“Bonds Issue”	the issue of the Bonds by the Company;
“Issue Price”	100.0% of the principal amount of the Bonds, the price at which the Bonds will be issued;
“Joint Bookrunners” and “Joint Lead Managers”	China Industrial Securities International Brokerage Limited, Industrial Bank Co., Ltd. Hong Kong Branch, CNCB (Hong Kong) Capital Limited, Luso International Banking Limited, Standard Chartered Bank, Chiyu Banking Corporation Limited, CMB International Capital Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, CMBC Securities Company Limited, CMB Wing Lung Bank Limited, Bank of China Limited, Singapore Branch, ABCI Capital Limited, Bank of Communications Co., Ltd. Hong Kong Branch, BOCOM International Securities Limited, CCB International Capital Limited, CEB International Capital Corporation Limited, China Everbright Bank Co., Ltd., Hong Kong Branch, China Galaxy International Securities (Hong Kong) Co., Limited, China International Capital Corporation Hong Kong Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, China Zheshang Bank Co., Ltd. (Hong Kong Branch), CLSA Limited, Emirates NBD Bank PJSC, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, Hua Xia Bank Co., Limited Hong Kong Branch, ICBC International Securities Limited, Industrial and Commercial Bank of China (Asia) Limited, Industrial and Commercial Bank of China Limited, Singapore Branch, Shenwan Hongyuan

	Securities (H.K.) Limited, SMBC Nikko Securities (Hong Kong) Limited, SPDB International Capital Limited and Zhongtai International Securities Limited;
“Joint Global Coordinators”	China Industrial Securities International Brokerage Limited, Industrial Bank Co., Ltd. Hong Kong Branch, CNCB (Hong Kong) Capital Limited, Luso International Banking Limited, Standard Chartered Bank, Chiyu Banking Corporation Limited, CMB International Capital Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, CMBC Securities Company Limited, CMB Wing Lung Bank Limited, and Bank of China Limited, Singapore Branch;
“Shareholder(s)”	holder(s) of the shares of the Company;
“Subscription Agreement”	the agreement dated 26 January 2024 entered into among the Company, the Guarantor, the Joint Bookrunners and Joint Lead Managers in relation to the Bonds Issue;
“Terms and Conditions”	the terms and conditions of the Bonds, which will be appended to the Trust Deed;
“Trust Deed”	the trust deed proposed to be entered into between the Company, the Guarantor and the Trustee in relation to the Bonds, as amended or supplemented from time to time;
“Trustee”	The Bank of New York Mellon, London Branch;
“U.S.\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

By order of the Board

**China Industrial Securities International Financial Group Limited**  
**Hu Pingsheng**  
Chairman

Hong Kong, 29 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.*