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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 NOTES**

### **THE SUBSCRIPTIONS**

The Board announces that on 26 January 2024 and 29 January 2024 (after trading hours), respectively, CISI Investment, an indirect wholly-owned subsidiary of the Company, has subscribed through the lead managers to the offers of the Notes by the Issuer, and such orders were confirmed and CISI Investment has been allocated with the Notes in an aggregate subscription amount of US\$5,600,000 (equivalent to approximately HK\$43,960,000) on 26 January 2024 and 29 January 2024 (after trading hours), respectively, at a total consideration of approximately US\$5,598,350 (equivalent to approximately HK\$43,947,049), exclusive of transaction costs.

### **LISTING RULES IMPLICATIONS**

All of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscription on a stand-alone basis do not exceed 5%, but one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscriptions when aggregated with the Previous Subscription, 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: 26 January 2024 and 29 January 2024

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

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

The Subscriptions were funded from its internal resources.

## **Principal terms of the Notes**

Issuer: Guotai Junan International Holdings Limited

Aggregate Principal Amount: US\$56,600,000

Total Subscription Amount: US\$5,600,000 (equivalent to approximately HK\$43,960,000)

Issue Price: 99.97% of the principal amount of the Notes

Denomination: In minimum denominations of US\$200,000

Interest: Fixed 5.80% per annum

Issue Date: 2 February 2024

Maturity Date: 2 August 2024

Status of the Notes: The Notes will constitute direct, unconditional, unsubordinated and (subject to the Terms and Conditions) unsecured obligations of the Issuer and will rank pari passu and without preference among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured and unsubordinated monetary obligations of the Issuer, from time to time outstanding.

Listing: Application has been made for the listing of the Notes by way of debt issues to Professional Investors only on the Stock Exchange.

## **INFORMATION OF THE ISSUER**

According to the public information available to the Directors, the Issuer is a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1788). The Issuer is an investment holding company. The operations of the Issuer's group are mainly based in Hong Kong and its services include: (a) brokerage, (b) corporate finance, (c) asset management, (d) loans and financing, and (e) financial products, market making

and investments. The largest shareholder of the Issuer is Guotai Junan Financial Holdings Limited, which holds approximately 73.74% of the issued shares of the Issuer and the ultimate beneficiary owner is the Shanghai State-owned Assets Supervision and Administration Commission (上海市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 SUBSCRIPTIONS**

The Group subscribed the Notes for investment purpose. The investment strategy of the Group is, among others, to generate stable return to the Group within an acceptable risk level by investing in a broad diversification of portfolio, including but not limited to stocks, bonds, funds, structured products and derivatives in different business sectors to broaden its revenue streams and to seek sustainable business which increase value for its shareholders. In addition, the Group has sought an opportunity to balance and diversify its investment portfolio when opportunities arose and would, from time to time, realise its investment which to do so will be in the best interests of the Group.

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 within an acceptable risk level. 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**

All of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscription on a stand-alone basis do not exceed 5%, but one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscriptions when aggregated with the Previous Subscription, 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.

## **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”	Guotai Junan International Holdings 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
“Notes”	5.80% medium term notes in the aggregate principal amount of US\$56,600,000 due on 2 August 2024 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
“Previous Subscription”	the subscription of the Notes in the principal amount of US\$3,600,000 (equivalent to approximately HK\$28,260,000) at a consideration of approximately US\$3,598,939 (equivalent to approximately HK\$28,251,674) by CISI Investment on 26 January 2024
“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 in the principal amount of US\$2,000,000 (equivalent to approximately HK\$15,700,000) at a consideration of approximately US\$1,999,411 (equivalent to approximately HK\$15,695,375) by CISI Investment on 29 January 2024
“Subscriptions”	the Subscription and the Previous Subscription
“Terms and Conditions”	the terms and conditions of the Notes

“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, 30 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.*