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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Industrial Securities International Financial Group Limited, you should at once hand this circular and the proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM to be held by way of a virtual meeting on Monday, 4 March 2024 at 3:00 p.m. is set out on pages 7 to 8 of this circular. A proxy form for use at the EGM and at any adjournment thereof is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.xyzq.com.hk).

Whether or not you are able or intend to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 3:00 p.m. on Saturday, 2 March 2024) before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish. The Company will be conducting the EGM by way of a virtual meeting. The Shareholders and/or their proxies will NOT be able to attend the EGM in person, and can only attend the EGM via the Tricor e-Meeting System which enables live streaming of the EGM.

9 February 2024

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GUIDANCE FOR THE EGM

VIRTUAL EGM

A virtual EGM enables the Shareholders to attend the meeting via an online platform allowing them to attend, participate, submit questions and vote electronically and to view live streaming of the EGM.

Shareholders participating in the EGM via such online platform will also be counted towards the quorum. The inability of any Shareholder or his proxy or (in the case of a Shareholder being a corporation) its duly authorized representative to access, or continue to access, such online platform despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the EGM or the resolutions passed, or any business conducted at the meeting or any action taken pursuant to such business provided that a quorum is present throughout the meeting.

HOW TO ATTEND AND VOTE

Shareholders who wish to attend the EGM and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the EGM via an online platform, namely, the Tricor e-Meeting System, which enables live streaming and interactive platform for questions and answers and submission of their votes online; or
- (2) appoint the chairman of the EGM or other persons as their proxies to vote on their behalf via the Tricor e-Meeting System.

Shareholders can refer to the notice of the EGM and the Online Meeting User Guide (by scanning the QR code provided on the Notification Letter, which is expected to be despatched to the Shareholders on Monday, 26 February 2024 by post) in relation to attending the EGM by electronic means.

Shareholders should note that only one device is allowed per login. Please keep the login details in safe custody for use at the EGM and do not disclose them to anyone else. Neither the Company nor its share registrar assumes any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for attendance, voting or otherwise. The submission of the vote through Tricor e-Meeting System using your login details will be conclusive evidence that the vote was cast by you as a Shareholder. The Company, its agents and its share registrar take no responsibility for all or any loss or other consequence caused by or resulting from any unauthorized use of the login details.

GUIDANCE FOR THE EGM

If your proxy (except when the chairman of the EGM is appointed as proxy) wishes to attend the EGM and vote online, you must provide a valid email address of your proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited. If no email address is provided, your proxy cannot attend the EGM and vote online. The email address so provided will be used by the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, for providing the login details for attending and voting at the EGM via the Tricor e-Meeting System. If your proxy has not received the login details by email by 5:00 p.m. on Sunday, 3 March 2024, you should contact the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, via telephone hotline at (852) 2975 0928 or via email at emeeting@hk.tricorglobal.com for the necessary arrangements.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the EGM, they should consult directly with their banks or brokers or custodians (as the case may be) for the necessary arrangements. You will be asked to provide your email address which will be used by the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, for providing the login details for attending the EGM electronically in the Tricor e-Meeting System.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the second amended and restated articles of association of the Company adopted by a special resolution passed on 6 December 2022
“Board”	the board of Directors
“Company”	China Industrial Securities International Financial Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the company to be held by way of a virtual meeting on Monday, 4 March 2024 at 3:00 p.m., or any adjournment thereof
“EGM Notice”	the notice for convening the EGM as set out on pages 7 to 8 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	5 February 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the EGM Notice
“PRC”	the People’s Republic of China

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the share(s) of a par value HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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)

Non-executive Director:

Mr. Hu Pingsheng (*Chairman*)

Executive Director:

Ms. Zhang Chunjuan (*Chief Executive Officer*)

Independent non-executive Directors:

Ms. Hong Ying

Mr. Tian Li

Mr. Qin Shuo

Registered Office:

PO Box 1350

Windward 3, Regatta Office Park

Grand Cayman KY1-1108

Cayman Islands

Principal Place of Business in

Hong Kong:

32/F, Infinitus Plaza

199 Des Voeux Road Central

Hong Kong

9 February 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 5 February 2024 in relation to the proposed appointment of a non-executive Director. The purpose of this circular is to provide you with the details regarding the proposed resolution so as to enable you to make an informed decision on whether to vote for or against the proposed resolution at the EGM.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board has resolved to propose at the EGM the appointment of Mr. Xiong Bo (“**Mr. Xiong**”) as non-executive Director pursuant to article 67A(f) of the Articles of Association. The Board also proposes at the EGM the authorization to the Board to fix the remuneration of Mr. Xiong, if any. The proposed appointment of non-executive Director and proposed authorization to the Board to fix Mr. Xiong remuneration are subject to the consideration and approval of the Shareholders by way of ordinary resolutions at the EGM.

The recommendation of the proposed appointment of non-executive Director was made in accordance with the nomination policy of the Company and the objective criteria (including but not limited to, gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out in the board diversity policy of the Company. The Board considers that the appointment of Mr. Xiong as non-executive Director is in the best interests of the Company and Shareholders as a whole.

Mr. Xiong has confirmed that he has met the criteria as a senior management executive as stipulated in the Articles of Association.

The details of Mr. Xiong are set out below:

Mr. Xiong, aged 46, joined Industrial Securities Co., Ltd. (“**Industrial Securities**”) (a company listed on the Shanghai Stock Exchange, stock code: 601377), the parent of the Company, in 2001. He was general manager of the Xi’an sales department, general manager of the retail client department, a member of private wealth management business committee, general manager of wealth management department, general manager of Northwest branch, general manager of Beijing branch and general manager of sales and trading business headquarter of Industrial Securities.

Mr. Xiong is currently the director and chief executive officer of Industrial Securities (Hong Kong) Financial Holdings Limited (“**Industrial Securities (Hong Kong)**”), the controlling shareholder of the Company (as defined in the Listing Rules), the director of IS (Hong Kong) Investment Limited and the director and chief executive officer of Industrial Securities (Singapore) Financial Holdings Pte. Ltd., the director of Industrial Securities (Singapore) Pte. Ltd. and Industrial Securities (Singapore) Corporate Advisory Pte. Ltd., which are the subsidiaries of Industrial Securities (Hong Kong). Mr. Xiong has over 23 years of experience in the financial services industry.

Mr. Xiong obtained a doctor degree in Management from The Hong Kong Polytechnic University in October 2014.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has not entered into any service contract with Mr. Xiong. Upon the approval by the Shareholders by way of an ordinary resolution at the EGM on the proposed appointment of Mr. Xiong as a non-executive Director, Mr. Xiong's term of office will take effect immediately and the Company will enter into a service contract with Mr. Xiong for a term of three years commencing from the date of approval at the EGM. Mr. Xiong's term of office is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Xiong will not receive any emolument.

As at the Latest Practicable Date, Mr. Xiong beneficially owned 2,058,531 shares of the Company representing approximately 0.05% of the issued shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Xiong has not held any other positions in the Company and the Group nor any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Xiong has no other relationship with any directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to the appointment of Mr. Xiong and the Company is not aware of any other matters that need to be brought to attention of the Shareholders.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The EGM Notice is set out on pages 7 to 8 of this circular. At the EGM, Ordinary Resolutions will be proposed to approve the appointment of Mr. Xiong as a non-executive Director and to authorize the Board to fix his remuneration.

LETTER FROM THE BOARD

A proxy form for use in connection with the EGM is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.xyzq.com.hk). In order to be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours (i.e. 3:00 p.m. on Saturday, 2 March 2024) before the time appointed for holding the EGM or at any adjournment thereof. Completion and return of the proxy form will not preclude any Shareholder from attending and voting in person at the EGM via the Tricor e-Meeting System or at any adjournment should he/she/it so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, the Ordinary Resolutions as set out in the EGM Notice to be proposed at the EGM shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

There is no Shareholder who is required to abstain from voting in respect of any of the Ordinary Resolutions.

The Directors consider that the proposed appointment of non-executive Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant Ordinary Resolutions to be proposed at the EGM.

Yours faithfully,

By Order of the Board

China Industrial Securities International Financial Group Limited

Hu Pingsheng

Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of China Industrial Securities International Financial Group Limited (the “**Company**”) will be held by way of a virtual meeting on Monday, 4 March 2024 at 3:00 p.m. for the following purposes:

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

1. To appoint Mr. Xiong Bo as a non-executive director of the Company; and
2. To authorize the board of directors of the Company to fix the remuneration of Mr. Xiong Bo, if any.

By Order of the Board

China Industrial Securities International Financial Group Limited

Hu Pingsheng

Chairman

Hong Kong, 9 February 2024

Principal Place of Business in Hong Kong:

32/F, Infinitus Plaza
199 Des Voeux Road Central
Hong Kong

Registered Office:

PO Box 1350
Windward 3, Regatta Office Park
Grand Cayman KY1-1108
Cayman Islands

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The above-mentioned resolutions will be put to vote at the EGM by way of poll.
2. Any Shareholder entitled to attend and vote at the EGM convened by this notice or its any adjourned meeting (as the case may be) is entitled to appoint one or more (if he/she/it holds two or more Shares) proxies to attend and vote in his/her/its place. A proxy need not be a shareholder of the Company.
3. A proxy form for use in connection with the EGM is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.xyzq.com.hk). If you are not able to attend and vote via the Tricor e-Meeting System at the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon. Completion and return of a proxy form will not preclude a Shareholder from attending and voting via the Tricor e-Meeting System at the EGM or its any adjournment should he/she/it so wish.
4. In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours (i.e. 3:00 p.m. on Saturday, 2 March 2024) before the time appointed for holding the EGM or its adjourned meeting.
5. In the case of joint holders of any share(s), only **ONE PAIR** of log-in username and password will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.
6. For the purpose of determining shareholders' eligibility to attend and vote via the Tricor e-Meeting System at the EGM, the transfer books and register of members of the Company will be closed from Wednesday, 28 February 2024 to Monday, 4 March 2024, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the EGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 27 February 2024.
7. Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the virtual EGM. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

As at the date of this notice, 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.