

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 BONDS

THE ACQUISITIONS

The Board announces that on 17 January 2024 and 7 February 2024, respectively, CISI Investment, an indirect wholly-owned subsidiary of the Company, has acquired the Bonds in an aggregate principal amount of US\$7,000,000 (equivalent to approximately HK\$54,950,000) at a total consideration of approximately US\$7,438,011 (equivalent to approximately HK\$58,388,387) 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 Acquisition, 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.

THE ACQUISITIONS

The Board announces that on 17 January 2024 and 7 February 2024, respectively, CISI Investment, an indirect wholly-owned subsidiary of the Company, has acquired the Bonds in an aggregate principal amount of US\$7,000,000 (equivalent to approximately HK\$54,950,000) at a total consideration of approximately US\$7,438,011 (equivalent to approximately HK\$58,388,387) on the open market.

Principal terms of the Bonds

Issuer	:	Fukoku Mutual Life Insurance Company (the “ Issuer ”)
Aggregate Principal Amount	:	US\$ 500,000,000

Interest	:	Fixed 6.80% per annum
Maturity Date	:	Perpetual
Issue Price	:	100% of the principal amount of the Bonds
Listing	:	The Bonds were listed on the Singapore Exchange Securities Trading Limited

The Bonds were issued by the Issuer. Information of the Issuer is stated in the section headed “INFORMATION OF THE ISSUER” 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 Bonds cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the sellers of the Bonds and their respective beneficial owners are Independent Third Parties.

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

INFORMATION OF THE ISSUER

According to the public information available to the Directors, the Issuer is a mutual insurance company incorporated in Japan. The issuer is one of the major domestic life insurance in Japan and its core business is individual and group life insurance. The issuer’s insurance and annuity product sales activities are primarily carried on by the Issuer and by Fukokushinrai Life Insurance Co., Ltd., (“**Fukokushinrai**”), its consolidated subsidiary with its other consolidated and non-consolidated subsidiaries providing ancillary and operational services such as asset management, agency services and IT platforms. The Issuer focuses primarily on the sale of life insurance as well as medical, hospitalization, disability and long-term care insurance products through its sales representatives, while Fukokushinrai focuses mainly on selling single premium whole life insurance as well as term insurance and medical insurance through bancassurance channels.

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 Bonds 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 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 within an acceptable risk level. 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 interests of the Company and the Shareholders as a whole.

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 Acquisition, 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.

DEFINITIONS

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

“Acquisition”	the acquisition of the Bonds in the principal amount of US\$6,000,000 (equivalent to approximately HK\$47,100,000) at a consideration of approximately US\$6,380,733 (equivalent to approximately HK\$50,088,757) by CISI Investment on the open market on 7 February 2024
“Acquisitions”	the Acquisition and the Previous Acquisitions
“Board”	the board of Directors
“Bonds”	the US\$500,000,000 6.80% Step-up Callable Perpetual Subordinated Bonds issued by Fukoku Mutual Life Insurance Company, information of the Issuer is stated in the section headed “INFORMATION OF THE ISSUER” in this announcement
“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
“PRC”	The People’s Republic of China
“Previous Acquisition”	the acquisition of the Bonds in a principal amount of US\$1,000,000 (equivalent to approximately HK\$7,850,000) at a consideration of approximately US\$1,057,278 (equivalent to approximately HK\$8,299,631) by CISI Investment on the open market on 17 January 2024
“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, 8 February 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.