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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 ACQUISITIONS OF PERPETUAL SECURITIES

THE ACQUISITIONS

The Board announces that on 2 January 2024 and 20 February 2024, respectively, CISI Investment, an indirect wholly-owned subsidiary of the Company, has acquired the Perpetual Securities in an aggregate principal amount of US\$6,598,000 (equivalent to approximately HK\$51,794,300) at a total consideration of approximately US\$6,610,475 (equivalent to approximately HK\$51,892,229) on the open market.

LISTING RULES IMPLICATIONS

All of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Acquisition 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 Acquisitions when aggregated with the Previous Acquisition, exceeds 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.

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Principal terms of the Perpetual Securities

Issuer : Minmetals Bounteous Finance (BVI) Limited
(the “**Issuer**”)

Guarantor : China Minmetals Corporation (the “**Guarantor**”)

Aggregate Principal Amount	:	US\$ 1,000,000,000
Coupon Rate	:	3.375% per annum
Maturity Date	:	Perpetual
Issue Price	:	100% of the principal amount of the Perpetual Securities
Listing	:	The Perpetual Securities were listed on the Stock Exchange

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

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

INFORMATION OF THE ISSUER AND THE GUARANTOR

According to the public information available to the Directors, the Issuer is a company incorporated in the British Virgin Islands with limited liability. It is a wholly-owned subsidiary of China Minmetals H.K. (Holdings) Limited, a Hong Kong subsidiary controlled by the Guarantor. The Issuer was established for the purpose of issuing securities and on-lending the proceeds to the Guarantor or its subsidiaries or affiliates.

The Guarantor is a company incorporated in the PRC with limited liability. It was established by the State Council of the PRC as the designated trading channel for mineral and industrial products in the PRC. The Guarantor’s comprehensive businesses comprise (i) metals and minerals, (ii) metallurgical construction, (iii) trade and logistics, and (iv) finance and real estate. The largest shareholder and the ultimate beneficiary owner of the Guarantor is State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中國國務院國有資產監督管理委員會), which holds 90% of the issued shares of the Guarantor.

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 Perpetual Securities 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

All of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Acquisition 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 Acquisitions when aggregated with the Previous Acquisition, exceeds 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 Perpetual Securities in the total principal amount of US\$5,000,000 (equivalent to approximately HK\$39,250,000) at a total consideration of approximately US\$5,017,519 (equivalent to approximately HK\$39,387,522) by CISI Investment on the open market on 20 February 2024
“Acquisitions”	the Acquisition and the Previous Acquisitions
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Perpetual Securities”	the US\$1,000,000,000 3.375% Senior Guaranteed Perpetual Capital Securities issued by Minmetals Bounteous Finance (BVI) Limited and unconditionally and irrevocably guaranteed by China Minmetals Corporation, information of each of the Issuer and the Guarantor are stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” of this announcement
“PRC”	The People’s Republic of China
“Previous Acquisition”	the acquisition of the Perpetual Securities in a principal amount of US\$1,598,000 (equivalent to approximately HK\$12,544,300) at a consideration of approximately US\$1,592,956 (equivalent to approximately HK\$12,504,707) by CISI Investment on the open market on 2 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, 21 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.