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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 SUBSCRIPTION OF BONDS

THE SUBSCRIPTION

On 29 February 2024 (after trading hours), CISI Investment, an indirect wholly-owned subsidiary of the Company, has subscribed through the lead manager to the offer of the Bonds by the Issuer, and such order was confirmed and CISI Investment has been allocated with the Bonds in the total subscription amount of US\$7,000,000 (equivalent to approximately HK\$54,950,000) on 29 February 2024 (after trading hours), at a consideration of US\$7,000,000 (equivalent to approximately HK\$54,950,000), exclusive of transaction costs.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but is less than 25%, the Subscription constitutes a discloseable transaction of the Company and is 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 order to subscribe

Date: 29 February 2024

Parties: 1. CISI Investment as subscriber

2. The lead manager to the offer of the Bonds by the Issuer

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

The Subscription was funded from its internal resources.

Principal terms of the Bonds

Issuer:	Jinjiang Road and Bridge Construction & Development Co., Ltd. (晉江市路橋建設開發有限公司)
Guarantor	Fujian Jinjiang Construction Investment Holding Group Co., Ltd. (福建省晉江市建設投資控股集團有限公司)
Aggregate Principal Amount:	US\$158,000,000
Total Subscription Amount:	US\$7,000,000 (equivalent to approximately HK\$54,950,000)
Issue Price:	100% of the principal amount of the Bonds
Form and Denomination:	The Bonds will be issued in registered form in the specified denomination of US\$200,000 and integral multiples of US\$1,000 in excess thereof.
Interest:	Fixed rate 6.35% per annum
Issue Date:	5 March 2024
Maturity Date:	4 March 2025
Status of the Bonds:	The Bonds will constitute direct, unsubordinated, unconditional and (subject to the Terms and Conditions) unsecured obligations of the Issuer and shall at all times rank pari passu and without any priority or preference among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable laws and regulations and subject to the Terms and Conditions, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.
Status of the Guarantee:	The obligations of the Guarantor under the Guarantee shall, save for such exceptions as may be provided by applicable laws and regulations and subject to the Terms and Conditions, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.
Redemption for Relevant Events:	Following the occurrence of a relevant event, the holder of any Bond will have the right, at such holder's option, to require the Issuer to

redeem all, but not some only, of such holder's Bonds on the put settlement date at 101 per cent. (in the case of a redemption for a change of control) or 100 per cent. (in the case of a redemption for a no registration event) of their principal amount, together in each case with accrued interest up to but excluding such put settlement date., as further described in the Terms and Conditions.

Redemption for Tax
Reasons:

The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the bondholders in accordance with the Terms and Conditions (which notice shall be irrevocable) and in writing to the trustee and the principal paying agent, at their principal amount, together with interest accrued up to but excluding the date fixed for redemption, as a result of any change in, or amendment to, the laws or regulations of the PRC or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of, such laws or regulations (including but not limited to any decision by a court of competent jurisdiction), as further described in the Terms and Conditions.

Listing:

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonds by way of debt issues to professional investors only

INFORMATION OF THE ISSUER AND THE GUARANTOR

According to the offering circular of the Bonds, the Issuer is a company incorporated in the PRC with limited liability. The Issuer former name was Jinjiang Road Construction Development Limited (晉江市公路建設開發有限公司). The Issuer's business includes the planning, design, construction, operation and management of highways and bridges. The Issuer's largest shareholder is Fujian Jinjiang Urban Construction Investment & Development Group Co., Ltd. (福建省晉江城市建設投資開發集團有限責任公司), which holds 51% of the issued shares of the Issuer and is a wholly-owned subsidiary of the Guarantor.

The Guarantor is a company incorporated in the PRC with limited liability. The Guarantor, as the main body of investment and construction of urban construction projects in Jinjiang City, Fujian Province of the PRC, is historically focused on the business of urban infrastructure construction, resettlement housing construction, primary land development and road infrastructure construction. Jinjiang State-owned Assets Operation and Security Centre (晉江市國有資產運營保障中心) is the sole shareholder and ultimate beneficial owner 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 SUBSCRIPTION

The Group subscribed 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 Subscription provides 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 Subscription is in line with the Group's investment strategy.

The Directors consider the terms of the Subscription and the Terms and Conditions are on normal commercial terms which are fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but is less than 25%, the Subscription constitutes a discloseable transaction of the Company and is 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)
“Bonds”	6.35% guaranteed bonds in the aggregate principal amount of US\$158,000,000 due on 4 March 2025 issued by the Issuer and unconditionally and irrevocably guaranteed by the Guarantor, information of which are stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in this announcement
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

“Guarantor”	Fujian Jinjiang Construction Investment Holding Group Co., Ltd., (福建省晉江市建設投資控股集團有限公司) information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in this announcement
“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”	Jinjiang Road and Bridge Construction & Development Co., Ltd., (晉江市路橋建設開發有限公司) information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“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 Bonds by CISI Investment on 29 February 2024
“Terms and Conditions”	the terms and conditions of the Bonds
“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, 1 March 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.