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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 NOTES**

### **THE ACQUISITIONS**

During the period from 27 February 2024 to 8 April 2024, CISI Investment, an indirect wholly-owned subsidiary of the Company, has acquired the Notes in an aggregate principal amount of US\$8,000,000 (equivalent to approximately HK\$62,800,000) at a total consideration of approximately US\$8,036,799 (equivalent to approximately HK\$63,088,871) 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 Acquisitions, 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.

### **THE ACQUISITIONS**

During the period from 27 February 2024 to 8 April 2024, CISI Investment, an indirect wholly-owned subsidiary of the Company, has acquired the Notes in an aggregate principal amount of US\$8,000,000 (equivalent to approximately HK\$62,800,000) at a total consideration of approximately US\$8,036,799 (equivalent to approximately HK\$63,088,871) on the open market.

### **Principal terms of the Notes**

Issuer	:	Tianfeng Securities Co., Ltd. (天風證券股份有限公司) (the "Issuer")
Aggregate Principal Amount	:	US\$340,000,000

Coupon Rate	:	Fixed rate 6.50% per annum
Issue Date	:	5 March 2024
Maturity Date	:	5 March 2026
Issue Price	:	99.448% of the principal amount of the Notes
Listing	:	The Notes were listed on the Stock Exchange

The Notes 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 Notes cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the sellers of the Notes 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 company incorporated in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange (Stock code: 601162). The Issuer has developed a comprehensive business that covers a wide range of financial products and services, and investment management and trading capabilities, including research, investment banking, asset management, proprietary trading, securities brokerage, private equity, futures and overseas business. The Issuer had a diversified shareholding structure with several major shareholders. Hubei Hongtai Group Co. Ltd. (湖北宏泰集團有限公司), directly holds 13.84% of the total outstanding shares of the Issuer and is its controlling shareholder, and the Department of Finance of Hubei Province of the PRC (中國湖北省財政廳) is its ultimate beneficial controller.

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 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 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 Notes in a principal amount of US\$3,500,000 (equivalent to approximately HK\$27,475,000) at a consideration of approximately US\$3,536,818 (equivalent to approximately HK\$27,764,022) by CISI Investment on the open market on 8 April 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

“Notes”	US\$340,000,000 6.50% fixed rate notes due 2026 issued by Tianfeng Securities Co., Ltd. (天風證券股份有限公司), information of the Issuer is stated in the section headed “INFORMATION OF THE ISSUER” of this announcement
“PRC”	The People’s Republic of China
“Previous Acquisitions”	the acquisitions of (1) the Notes in a principal amount of US\$2,000,000 (equivalent to approximately HK\$15,700,000) at a consideration of approximately US\$1,988,960 (equivalent to approximately HK\$15,613,336) by CISI Investment on 27 February 2024 on the open market; (2) the Notes in a principal amount of US\$1,000,000 (equivalent to approximately HK\$7,850,000) at a consideration of approximately US\$1,000,000 (equivalent to approximately HK\$7,850,000) by CISI Investment on 28 February 2024 on the open market; and (3) the Notes in a principal amount of US\$1,500,000 (equivalent to approximately HK\$11,775,000) at a consideration of approximately US\$1,511,021 (equivalent to approximately HK\$11,861,514) by CISI Investment on 14 March 2024 on the open market, respectively. The total consideration of the Previous Acquisitions is approximately US\$4,499,981 (equivalent to approximately HK\$35,324,850)
“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**  
**Xiong Bo**  
*Chairman*

Hong Kong, 8 April 2024

*As at the date of this announcement, the Board comprises one non-executive Director, namely Mr. Xiong Bo (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.*