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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 DISPOSALS OF NOTES

THE DISPOSALS

The Board announces that on 3 April 2024 and 11 April 2024, respectively, CISI Investment has disposed of the Notes in an aggregate principal amount of US\$10,000,000 (equivalent to approximately HK\$78,500,000) at a total consideration of approximately US\$10,204,875 (equivalent to approximately HK\$80,108,270) 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 Disposal on a stand-alone basis; and (ii) the Disposals when aggregated with the Previous Disposals, exceed(s) 5% but is less than 25%, the Disposals 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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THE DISPOSALS

Details of the Disposals of Notes are set out below:

Date	:	3 April 2024 and 11 April 2024
Seller	:	CISI Investment
Issuer	:	CICC Hong Kong Finance 2016 MTN Limited (“the Issuer”)

Guarantor	China International Capital Corporation (International) Limited (the “ Guarantor ”)
Keepwell Deed Provider	China International Capital Corporation Limited (the “ Keepwell Deed Provider ”)
Aggregate Principal Amount of the Notes being disposed of	: US\$10,000,000 (equivalent to approximately HK\$78,500,000)
Total Consideration	: Approximately US\$10,204,875 (equivalent to approximately HK\$80,108,270)
Maturity Date of the Notes	: 18 January 2027
Interest of the Notes	: Floating rate, SOFR + 95 basis points

INFORMATION OF THE COUNTERPARTY

As the Disposals were conducted on the open market, the identity of the purchaser(s) of the Notes cannot be ascertained. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, none of the connected persons of the Company nor their associates has purchased the Notes which were being disposed of by CISI Investment under the Disposals.

INFORMATION OF THE ISSUER AND THE GUARANTOR

According to the public information available to the Directors, the Issuer was incorporated in the British Virgin Islands with limited liability. The Issuer is a direct wholly-owned subsidiary of the Guarantor. The Issuer has not engaged, since its incorporation, in any business activities. The Guarantor was incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of China International Capital Corporation Limited* (中國國際金融股份有限公司), a joint stock company with limited liability converted from China International Capital Corporation Limited* (中國國際金融有限公司), a Chinese-foreign equity joint venture, on 1 June 2015, whose H Shares are listed on the Stock Exchange (Stock Code: 03908) and A Shares are listed on the Shanghai Stock Exchange (Stock Code: 601995). The Guarantor group’s principal business segments include investment banking, securities brokerage, asset management, investment advisory and futures brokerage. Central Huijin Investment Ltd.* (中央匯金投資有限責任公司), a wholly state-owned company ultimately owned by the PRC Government and is the controlling shareholder of China International Capital Corporation Limited* (中國國際金融股份有限公司). Central Huijin Investment Ltd.* (中央匯金投資有限責任公司) owned 40.11% of the equity interest of China International Capital Corporation Limited* (中國國際金融股份有限公司).

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.

BASIS OF DETERMINATION OF THE CONSIDERATION

Since the Disposals was conducted on the open market at the prevailing market price, the Directors consider that the Disposals is on normal commercial terms and its terms including the consideration are fair and reasonable.

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 DISPOSALS

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 Disposals were in line with the Group's principal activities on financial products and investments. Having consider the performance of the price of the Notes, the Board is of the opinion that the Disposals represent a good opportunity for the Group to exit the investment in the Notes. Taking into account the financial effect of the Disposals as disclosed in the paragraph headed "**Financial Effect of the Disposals**" below, the Board is of the view that the Disposals are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECT OF THE DISPOSALS

The Group recorded a gain of approximately US\$197,899 (equivalent to approximately HK\$1,553,508), being the difference between the subscription cost of the Notes and the proceeds received from the Disposals. The actual amount of gain or loss as a result of the Disposals to be recorded by the Group will be subject to review and final audit by the auditors of the Company.

INTENDED USE OF PROCEEDS

The Company intends that the proceeds of the Disposals of approximately US\$10,204,875 (equivalent to approximately HK\$80,108,270) will be applied towards the Group's general working capital. The Company may also apply the proceeds for new investment should any suitable investment opportunities arise.

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 Disposal on a stand-alone basis; and (ii) the Disposals when aggregated with the Previous Disposals, exceed(s) 5% but is less than 25%, the Disposals 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:

"associate(s)" has the meaning ascribed to it under the Listing Rules

“Board”	the board of Directors
“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)
“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
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Disposal”	the Disposal of the Notes in a principal amount of US\$5,500,000 (equivalent to approximately HK\$43,175,000) at a consideration of approximately US\$5,618,805 (equivalent to approximately HK\$44,107,622) by CISI Investment on the open market on 11 April 2024.
“Disposals”	the Disposal and the Previous Disposals
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	US\$700,000,000 floating rate notes due 2027 issued under the US\$10,000,000,000 guaranteed medium term note programme by CICC Hong Kong Finance 2026 MTN Limited unconditionally and irrevocably guaranteed by China International Capital Corporation (International) Limited and with the benefit of a keepwell deed provided by China International Capital Corporation Limited, information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in this announcement
“PRC”	the People’s Republic of China
“Previous Disposal”	the Disposal of the Notes in a principal amount of US\$4,500,000 (equivalent to approximately HK\$35,325,000) at a consideration of approximately US\$4,586,070 (equivalent to approximately HK\$36,000,648) by CISI Investment on the open market on 3 April 2024
“Shareholder(s)”	Registered holder(s) of the 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, 12 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.

** For identification purpose only*