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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 SUBSCRIPTIONS OF NOTES**

#### **THE SUBSCRIPTIONS**

The Board announces that on 8 May 2024 and 9 May 2024 (after trading hours), respectively, CISI Investment, an indirect wholly-owned subsidiary of the Company, has subscribed through the lead managers to the offers of the Notes by the Issuer, and such orders were confirmed and CISI Investment has been allocated with the Notes in an aggregate subscription amount of US\$6,000,000 (equivalent to approximately HK\$47,100,000) on 8 May 2024 and 9 May 2024 (after trading hours), respectively, at a total consideration of approximately US\$5,977,130 (equivalent to approximately HK\$46,920,471), exclusive of transaction costs.

#### **LISTING RULES IMPLICATIONS**

All of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscription 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 Subscriptions when aggregated with the Previous Subscription, exceeds 5% but is less than 25%, the Subscriptions 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 orders to subscribe**

Date: 8 May 2024 and 9 May 2024

Parties: 1. CISI Investment as subscriber  
2. The lead managers to the offers of the Notes by the Issuer

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

The Subscriptions were funded from its internal resources.

## **Principal terms of the Notes**

Issuer:	China Ping An Insurance Overseas (Holdings) Limited
Aggregate Principal Amount:	US\$300,000,000
Total Subscription Amount:	US\$6,000,000 (equivalent to approximately HK\$47,100,000)
Issue Price:	99.271% of the principal amount of the Notes
Denomination:	In minimum denominations of US\$200,000 and integral multiples of \$1,000 thereafter.
Interest:	Fixed 6.125% per annum
Issue Date:	16 May 2024
Maturity Date:	16 May 2034
Status of the Notes:	The Notes will constitute direct, unconditional, unsubordinated and (subject to the Terms and Conditions) unsecured obligations of the Issuer and will rank pari passu and without any preference among themselves, with all other outstanding unsecured and unsubordinated indebtedness and monetary obligations of the Issuer, present and future, save for such exceptions as may be provided by applicable legislation.
Change of Control Redemption:	The terms of the Notes will contain a provision for the early redemption of the Notes at the option of the holders thereof upon the occurrence of a change of control as further described in the Terms and Conditions.
Tax Redemption:	The Notes will be redeemable at the Issuer's option prior to maturity for tax reasons as described in the Terms and Conditions.

Listing: Application will be made for the listing and quotation of the Notes which are agreed at the time of issue thereof to be so listed on the Official List of the Singapore Exchange Securities Trading Limited.

## **INFORMATION OF THE ISSUER**

According to the offering circular of the Notes, the Issuer was incorporated as a limited liability company under the laws of Hong Kong. The Issuer is a wholly-owned subsidiary of Ping An Insurance (Group) Company of China, Ltd. (the “**Ping An**”), whose shares are listed on both Shanghai Stock Exchange (Stock Code: 601318) and the Main Board of the Stock Exchange (stock code: 2318). The Issuer and its subsidiaries (the “**Issuer’s Group**”) is, among other things, the offshore financing and investment platform of the Ping An Group. The Ping An Group’s onshore insurance subsidiaries invest overseas through assets managed by the Issuer’s Group and the Issuer’s Group provides bridge funding to fellow subsidiaries of the Ping An Group for their offshore investments. As an investment holding company, the Issuer holds equity interests in various subsidiaries which are principally engaged in (i) provision of asset management and advisory services to related and unrelated companies, (ii) undertaking investment activities and (iii) underwriting general insurance, including statutory insurance and acceptance of reinsurance. According to the information available from 2023 Annual Report of the Ping An, the shareholding structure of the Ping An is relatively scattered. There is neither controlling shareholder nor de facto controlling party.

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 SUBSCRIPTIONS**

The Group subscribed 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 Subscriptions provide 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 Subscriptions are in line with the Group’s investment strategy.

The Directors consider the terms of the Subscriptions and the Terms and Conditions are on normal commercial terms which are fair and reasonable and the Subscriptions 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 Subscription 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 Subscriptions when aggregated with the Previous Subscription, exceeds 5% but is less than 25%, the Subscriptions 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:

“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
“Issuer”	China Ping An Insurance Overseas (Holdings) Limited, information of which is stated in the section headed “INFORMATION OF THE ISSUER” in this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	6.125% medium term notes in the aggregate principal amount of US\$300,000,000 due on 2034 issued by the Issuer, information of which is stated in the section headed “INFORMATION OF THE ISSUER” in this announcement
“PRC”	the People's Republic of China
“Previous Subscription”	the subscription of the Notes in the principal amount of US\$2,000,000 (equivalent to approximately HK\$15,700,000) at a

consideration of approximately US\$1,985,420 (equivalent to approximately HK\$15,585,547) by CISI Investment on 8 May 2024

“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 Notes in the principal amount of US\$4,000,000 (equivalent to approximately HK\$31,400,000) at a consideration of approximately US\$3,991,710 (equivalent to approximately HK\$31,334,924) by CISI Investment on 9 May 2024
“Subscriptions”	the Subscription and the Previous Subscription
“Terms and Conditions”	the terms and conditions of the Notes
“US\$”	United States dollars, the lawful currency of the United States
“%”	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, 9 May 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.*