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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 NOTES

THE SUBSCRIPTION

On 16 May 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 Notes by the Issuer, and such order was confirmed and CISI Investment has been allocated with the Notes in the total subscription amount of US\$10,000,000 (equivalent to approximately HK\$78,500,000) on 16 May 2024 (after trading hours), at a consideration of US\$10,000,000 (equivalent to approximately HK\$78,500,000), exclusive of transaction costs.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios under Rule 14.07 of 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: 16 May 2024

Parties: 1. CISI Investment as subscriber

2. The lead manager to the offer of the Notes 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 Notes

Issuer:	Industrial and Commercial Bank of China Limited, Hong Kong Branch
Aggregate Principal Amount:	US\$1,000,000,000
Total Subscription Amount:	US\$10,000,000 (equivalent to approximately HK\$78,500,000)
Issue Price:	100% of the principal amount of the Notes
Denomination:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.
Interest:	Floating rate, SOFR + 48 basis points
Issue Date:	23 May 2024
Maturity Date:	23 May 2027
Status of the Notes:	The Notes will constitute senior, direct, general, unsubordinated, unsecured and unconditional obligations of the Issuer which will at all times rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other present and future unsubordinated and unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.
Optional Redemption:	Notes may be redeemed before their stated maturity at the option of the Issuer (either in whole or in part) and/or the noteholders to the extent (if at all) and at the price specified in the relevant pricing supplement.
Redemption for Tax Reasons:	Except as described in “Optional Redemption” above, early redemption will only be permitted for tax reasons as 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 Notes by way of debt issues to Professional Investors only.

INFORMATION OF THE ISSUER

According to the public information available to the Directors, Industrial and Commercial Bank of China Limited (the “**ICBC Bank**”) commenced operations in Hong Kong in 1995 through its branch set-up in Hong Kong (the “**Hong Kong Branch**”). The ICBC Bank was registered in Hong Kong on 18 July 1996. The Hong Kong Branch is a fully licensed bank in Hong Kong and currently focuses on the development of its wholesale banking business. A broad range of financial services are offered by the Hong Kong Branch to serve clients’ specific needs, including trade finance, corporate finance, treasury products, foreign exchange and derivative products, capital markets services, risk management as well as asset and liability management consultancy services, lending services, deposits and remittances and issuance of certificates of deposit. The ICBC Bank was established in the PRC on 1 January 1984 and was restructured to become a joint-stock limited company on 28 October 2005. On 27 October 2006, the ICBC Bank was successfully listed on both Shanghai Stock Exchange (Stock Code: 601398) and the Stock Exchange (Stock Code: 1398). The ICBC Bank’s principal businesses include corporate banking, personal banking, asset management services and treasury operations. The largest single shareholder of the ICBC Bank is 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. Central Huijin Investment Ltd.* (中央匯金投資有限責任公司) held approximately 34.79% shares of the Issuer.

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 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 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 under Rule 14.07 of 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)
“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”	Industrial and Commercial Bank of China Limited, Hong Kong Branch, 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”	Floating Rate Notes due in the aggregate principal amount of US\$1,000,000,000 due 2027 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
“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 by CISI Investment on 16 May 2024
“Terms and Conditions”	the terms and conditions of the Notes

“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, 17 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.

** For identification purpose only*