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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 21 August 2025 to 18 September 2025, CISI Investment, an indirect wholly-owned subsidiary of the Company, has acquired the Notes in an aggregate principal amount of US$19,000,000 (equivalent to approximately HK$149,150,000) at a total consideration of approximately US$19,094,247 (equivalent to approximately HK$149,889,836) 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 Acquisition 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 21 August 2025 to 18 September 2025, CISI Investment, an indirect wholly-owned subsidiary of the Company, has acquired the Notes in an aggregate principal amount of US$19,000,000 (equivalent to approximately HK$149,150,000) at a total consideration of approximately US$19,094,247 (equivalent to approximately HK$149,889,836) on the open market.

### Principal terms of the Notes

| | | |
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| Issuer | : | Swire Pacific MTN Financing (HK) Limited |
| Guarantor | : | Swire Pacific Limited |
| Guarantee | : | The Notes will be unconditionally and irrevocably guaranteed |

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| | | by the Guarantor. The obligations of the Guarantor under its guarantee will be direct, unconditional and, subject to the terms and conditions of the Notes, unsecured obligations of the Guarantor and will rank pari passu and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Guarantor, from time to time outstanding. |
| Aggregate Principal Amount | : | US$500,000,000 |
| Interest | : | Fixed 4.625% per annum |
| Maturity Date | : | 28 August 2032 |
| Issue Price | : | 99.593% of the principal amount of the Notes |

The Notes were issued by the Issuer and unconditionally and irrevocably guaranteed by the Guarantor. Information of the Issuer and the Guarantor is stated in the section headed "INFORMATION OF THE ISSUER AND GUARANTOR" 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 AND GUARANTOR

According to the public information available to the Directors, the Issuer is a public company which was incorporated under the laws of Hong Kong on 19 March 2019. The Issuer is a wholly-owned, direct subsidiary of the Guarantor and is a financing vehicle whose sole business is the raising of debt, the proceeds of which are on-lent within the Guarantor's group.

The Guarantor was incorporated in Hong Kong with limited liability. The shares of the Guarantor are listed on the Stock Exchange (Stock Codes: 'A' Shares 00019 and 'B' Shares 00087). The principal businesses of the Guarantor group include property division, beverages division and aviation division. John Swire & Sons Limited (the "**Swire**") was deemed to be interested in a total of 442,879,720 'A' shares and 2,131,969,282 'B' shares of the Guarantor, comprising: (a) 885,861 'A' shares and 13,367,962 'B' shares directly owned by the Swire; (b) 12,632,302 'A' shares and 37,597,019 'B' shares directly owned by its wholly-owned subsidiary Taikoo Limited; (c) 39,580,357 'A' shares and 1,482,779,222 'B' shares directly owned by its wholly-owned subsidiary John Swire & Sons (H.K.) Limited; and (d) the following shares directly owned by wholly-owned subsidiaries of John Swire & Sons (H.K.) Limited: 2,055,000 'B' shares owned by Canterbury Holdings Limited, 322,603,700 'A' shares and 123,945,000 'B' shares owned by Elham Limited, 39,461,000 'A' shares and 373,003,444 'B' shares owned by Shrewsbury Holdings Limited, 99,221,635 'B' shares owned by Tai-Koo Limited and 27,716,500 'A' shares owned by Waltham Limited. The Swire group was interested in 64.45% of the equity of the Company and controlled 70.97% of the voting rights attached to shares in 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 wealth management 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 Acquisition 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.

## DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the meanings set out below:

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| "Acquisition" | the acquisition of the Notes in a principal amount of US$2,000,000 (equivalent to approximately HK$15,700,000) at a consideration of approximately US$2,039,107 (equivalent to approximately HK$16,006,987) by CISI Investment on the open market on 18 September 2025 |
| "Acquisitions" | the Acquisition and the Previous Acquisitions |
| "Board" | the board of Directors |
| "Notes" | US$500,000,000 4.625% guaranteed notes due 2032 issued by the |

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| | Issuer and unconditionally and irrevocably guaranteed by the Guarantor, Information of the which is stated in the section headed "INFORMATION OF THE ISSUER AND GUARANTOR" of this announcement |
| "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 |
| "Guarantor" | Swire Pacific Limited, information of which is stated in the section headed "INFORMATION OF THE ISSUER AND 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" | Swire Pacific MTN Financing (HK) Limited, information of which is stated in the section headed "INFORMATION OF THE ISSUER AND GUARANTOR" in this announcement |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "PRC" | The People's Republic of China |
| "Previous Acquisitions" | the acquisitions of (1) the Notes in a principal amount of US$1,500,000 (equivalent to approximately HK$11,775,000) at a consideration of approximately US$1,493,895 (equivalent to approximately HK$11,727,076) by CISI Investment on 21 August 2025 on the open market; (2) the Notes in a principal amount of US$2,500,000 (equivalent to approximately HK$19,625,000) at a consideration of approximately US$2,500,470 (equivalent to approximately HK$19,628,690) by CISI Investment on 22 August 2025 on the open market; and (3) the Notes in a principal amount of US$13,000,000 (equivalent to approximately HK$102,050,000) at a consideration of approximately US$13,060,775 (equivalent to approximately HK$102,527,084 by CISI Investment on 25 August 2025 on the open market, respectively. The total consideration of the Previous Acquisitions is approximately US$17,055,140 (equivalent |

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| | to approximately HK$133,882,849). |
| "Shareholder(s)" | holder(s) of the issued shares of the Company |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "US$" | 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, 18 September2025

*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 Mr. Chan Ho Wing, Mr. Tian Li and Ms. Du Li.*