THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Industrial Securities International Financial Group Limited, you should at once hand this circular and the proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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兴证国际
INDUSTRIAL SECURITIES INTERNATIONAL

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)

PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, AUTHORIZATION TO THE BOARD OF DIRECTORS ON BORROWING AND PROVISION OF GUARANTEE, RE-ELECTION OF RETIRING DIRECTORS, APPOINTMENT OF EXECUTIVE DIRECTORS, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the AGM to be held by way of a virtual meeting on Tuesday, 19 May 2026 at 3:00 p.m. is set out on pages 21 to 26 of this circular. A proxy form for use at the AGM and at any adjournment thereof is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.xyzq.com.hk).

Whether or not you are able or intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 3:00 p.m. on Sunday, 17 May 2026) before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the AGM or any adjourned thereof should you so wish. The Company will be conducting the AGM by way of a virtual meeting. The Shareholders and/or their proxies will NOT be able to attend the AGM in person, and can only attend the AGM via the Vistra eVoting Portal which enables live streaming of the AGM.

31 March 2026

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VIRTUAL AGM

A virtual AGM enables the Shareholders to attend the meeting via an online platform allowing them to attend, participate, submit questions and vote electronically and to view live streaming of the AGM.

Shareholders participating in the AGM via such online platform will also be counted towards the quorum. The inability of any Shareholder or his proxy or (in the case of a Shareholder being a corporation) its duly authorized representative to access, or continue to access, such online platform despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the AGM or the resolutions passed, or any business conducted at the meeting or any action taken pursuant to such business provided that a quorum is present throughout the meeting.

HOW TO ATTEND AND VOTE

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

(1) attend the AGM via an online platform, namely, the Vistra eVoting Portal, which enables live streaming and interactive platform for questions and answers and submission of their votes online; or

(2) appoint the chairman of the AGM or other persons as their proxies to vote on their behalf via the Vistra eVoting Portal.

Shareholders can refer to the notice of the AGM and the Online Meeting User Guide (by scanning the QR code provided on the Notification Letter, which is expected to be despatched to the Shareholders on Tuesday, 12 May 2026 by post) in relation to attending the AGM by electronic means.

Shareholders should note that only one device is allowed per login. Please keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its share registrar assumes any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for attendance, voting or otherwise. The submission of the vote through Vistra eVoting Portal using your login details will be conclusive evidence that the vote was cast by you as a Shareholder. The Company, its agents and its share registrar take no responsibility for all or any loss or other consequence caused by or resulting from any unauthorized use of the login details.

If your proxy (except when the chairman of the AGM is appointed as proxy) wishes to attend the AGM and vote online, you must provide a valid email address of your proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited. If no email address is provided, your proxy cannot attend the AGM and vote online. The email address so provided will be used by the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, for providing the login details for attending and voting at the AGM via the Vistra eVoting Portal. If your proxy has not received the login details by email by 5:00 p.m. on Monday, 18 May 2026, you should contact the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, via telephone hotline at (852) 2980 1333 or via email at emeeting@vistra.com for the necessary arrangements.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the AGM, they should consult directly with their banks or brokers or custodians (as the case may be) for the necessary arrangements. You will be asked to provide your email address which will be used by the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, for providing the login details for attending the AGM electronically in the Vistra eVoting Portal.

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"2025 AGM"	the annual general meeting of the Company held on 16 May 2025
"AGM"	the annual general meeting of the Company to be held by way of a virtual meeting on Tuesday, 19 May 2026 at 3:00 p.m. or its any adjournment thereof
"AGM Notice"	the notice convening the AGM set out on pages 21 to 26 of this circular
"Articles of Association"	the second amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 6 December 2022, as amended supplemented or otherwise modified from time to time
"Board" or "Board of Directors"	the board of Directors
"Borrowing Mandate"	an authorization to be granted to the Board of Directors to exercise the power of the Company to raise or borrow any sum or sums of money for the Company or its wholly-owned subsidiaries and to provide guarantees for the wholly-owned subsidiaries of the Company, in each case, in any single transaction with a value equal to or exceeding 10% of the consolidated net asset value of the Group as shown in the latest published financial statement of the Company as set out in resolution 6 of the AGM Notice
"Buy Back Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to buy back the Shares as set out in resolution 5(B) of the AGM Notice
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Companies Law"	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

"Company"	China Industrial Securities International Financial Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Funding Transaction(s)"	funds raised by the Company in various means including, but not limited to, (i) issuing debts/debentures of the Company to professional investors (as defined in Chapter 37 of the Listing Rules and in the SFO), (ii) obtaining banking facilities, and (iii) providing guarantees for its wholly-owned subsidiaries in respect of certain banking facilities obtained, over-the-counter transactions carried out, derivative products issued, and the related agreements entered into, by its wholly-owned subsidiaries as part of their ordinary and usual course of business
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Industrial Securities"	興業證券股份有限公司 (Industrial Securities Co., Ltd.*), a company established under the laws of the PRC with limited liability whose shares are listed on the Shanghai Stock Exchange (stock code: 601377)
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares as set out in resolution 5(A) of the AGM Notice
"Latest Practicable Date"	26 March 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained therein

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"PRC"	the People's Republic of China
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	the share(s) of a par value HK$0.1 each in the issued share capital of the Company
"Shareholder(s)"	registered holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission of Hong Kong
"treasury shares"	shares repurchased and held by a company in treasury, as authorised by the laws of its place of incorporation and its articles of association or equivalent constitutional documents, which, for the purpose of the Listing Rules, include shares repurchased by the Company and held or deposited in the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited; for sale on the Stock Exchange
"%"	per cent.

* *For identification purpose only*



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)

Non-executive Director:
Mr. Xiong Bo *(Chairman)*

Executive Director:
Mr. Lin Dan *(Chief Executive Officer)*

Independent non-executive Directors:
Ms. Ye Jianfang
Mr. Tian Li
Ms. Du Li

Registered Office:
PO Box 1350,
Windward 3, Regatta Office Park
Grand Cayman KY1-1108
Cayman Islands

Principal Place of Business in Hong Kong:
32/F, Infinitus Plaza
199 Des Voeux Road Central
Hong Kong

31 March 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, AUTHORIZATION TO THE BOARD OF DIRECTORS ON BORROWING AND PROVISION OF GUARANTEE, RE-ELECTION OF RETIRING DIRECTORS, APPOINTMENT OF EXECUTIVE DIRECTORS, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with (a) the AGM Notice; and (b) information in respect of the resolutions to be proposed at the AGM for the Buy Back Mandate, the Issue Mandate (including the extension of the Issue Mandate), authorization to the directors on borrowing and provision of guarantee, the re-election of retiring Directors, appointment of executive Directors and appointment of independent non-executive Director.

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to an ordinary resolution passed by the Shareholders at the 2025 AGM will lapse at the conclusion of the AGM, the ordinary resolutions will be proposed at the AGM in relation to the Issue Mandate and authorisation of the extension of the Issue Mandate to allot, issue and deal with the Shares bought back by the Company under the Buy Back Mandate, details of which are set out in ordinary resolutions 5(A) and 5(C) of the AGM Notice. The Shares which may be allotted and issued pursuant to the Issue Mandate is limited to a maximum of 20% of the aggregate number of Shares in issue (excluding treasury shares) at the date of passing of the proposed resolution of the Issue Mandate at the AGM. As at the Latest Practicable Date, the total number of Shares in issue was 4,000,000,000 Shares and the Company does not have any treasury shares. Assuming that there is no change in the total number of Shares in issue between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be allotted, issued and dealt with pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 800,000,000 Shares.

The Issue Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

Subject to and conditional on the passing of the ordinary resolutions in relation to the Issue Mandate and the Buy Back Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by adding to the Issue Mandate those Shares bought back by the Company under the Buy Back Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the Shares in issue (excluding treasury shares) on the date of passing of the resolution in relation to the Issue Mandate.

BUY BACK MANDATE

Given that the general mandate granted to the Directors to buy back Shares pursuant to an ordinary resolution passed by the Shareholders at the 2025 AGM will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM in relation to the Buy Back Mandate, details of which are set out in ordinary resolution 5(B) of the AGM Notice. The Shares which may be bought back pursuant to the Buy Back Mandate is limited to a maximum of 10% of the aggregate number of the Shares in issue (excluding treasury shares) at the date of passing of the proposed resolution of the Buy Back Mandate at the AGM.

The Buy Back Mandate will remain in effect until at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

An explanatory statement containing information regarding the Buy Back Mandate is set out in Appendix I to this circular.

AUTHORIZATION TO THE BOARD OF DIRECTORS ON BORROWING AND PROVISION OF GUARANTEE

At the 2025 AGM, authorization was granted to the Board of Directors to exercise the power of the Company to enter into any transactions on behalf of the Company to raise or borrow any sum or sums of money for the purpose of the Company or its wholly-owned subsidiaries and to provide guarantees for the wholly-owned subsidiaries of the Company in each case in any single Funding Transaction with a value equal to or exceeding 10% of the consolidated net asset value of the Group as shown in the latest published financial statement of the Company. Such Borrowing Mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM in relation to the authorization to the Board of Directors on borrowing and provision of guarantee.

Article 67A of the Articles of Association provides that the Company may not, without Shareholders' approval, transact or undertake certain businesses or actions including borrowing or provision of guarantee in any single transaction with a value representing 10% or more of the consolidated net asset value of the Group as shown in the latest published financial statement of the Company.

The Company is an investment holding company, the operations of its subsidiaries are mainly based in Hong Kong and are principally engaged in the provision of wealth management, corporate finance services, asset management services and financial products and investments. The Group is required to maintain sufficient liquid capital to meet the capital requirements as stipulated under the Securities and Futures (Financial Resources) Rules (Cap.571N) for their regulated activities and other businesses from time to time, and to support the daily operations and further development of the Group.

Given the capital requirements for the on-going daily operations of the Company's subsidiaries and the anticipated growth for their businesses, the Board of Directors expect that the Funding Transactions would be required from time to time in the ordinary and usual course of business of the Group. As at 31 December 2025, the audited consolidated net asset value of the Group was HK$4,427.9 million. In the absence of the New Borrowing Mandate (as defined below), under Article 67A of the Articles, the Company would need to seek shareholders' approval every time it proposes to enter into a Funding Transaction, such as a bank borrowing, with an amount that is equal to or more than HK$442.8 million (based on the consolidated net asset value of the Group as at 31 December 2025). To enhance operational efficiencies and avoid unnecessary restrictions or delay on business development, an ordinary resolution will be proposed at the AGM to authorize the Board of Directors to enter into any Funding Transaction by or on behalf of the Company with a value equal to or exceeding 10% of the consolidated net asset value of the Group as shown in the latest published financial statement of the Company in any single transaction (the "New Borrowing Mandate"). All Funding Transactions carried out under the New Borrowing Mandate will be on normal commercial terms. In the event any such Funding Transaction is subject to any additional requirements under any applicable laws, regulations and rules (for example, if it constitutes a connected transaction under Chapter 14A of the Listing Rules), the Company will comply with all such requirements. Further, the New Borrowing Mandate will expire at the next annual general meeting of the Company or such earlier dates as set out in resolution 7 of the AGM Notice.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised Mr. Xiong Bo as non-executive Director; Mr. Lin Dan as executive Director; and Ms. Ye Jianfang, Mr. Tian Li and Ms. Du Li as independent non-executive Directors.

Pursuant to articles 108(a) and (b) of Articles of Association, Mr. Xiong Bo and Ms. Du Li shall retire from office at the AGM. Ms. Du Li will not offer herself for re-election due to devote more time to her other personal commitment, and Mr. Xiong Bo being eligible, will offer himself for re-election.

Ms. Du Li has confirmed that she has no disagreement with the Board and there is no other matter relating to her retirement that needs to be brought to the attention of the Shareholders.

The re-appointment of the abovenamed Directors has been reviewed by the nomination committee of the Company (the "Nomination Committee"). the Nomination Committee has taken into account the criteria including but not limited to experience, expertise and time commitment as set out in the nomination policy of the Company, with due regard to the board diversity perspectives (including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) as set out in the board diversity policy of the Company. The abovementioned retiring Directors and being eligible have extensive experience and knowledge in their respective professional relevant to the Company's business and corporate strategy, who can contribute valuable advice on the business and development of the Group and can also conform with the Company's board diversity policy.

The Nomination Committee has assessed and reviewed each of the independent non-executive Directors' annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 to the Listing Rules and confirmed that all independent non-executive Directors of the Company are remain independent.

Particulars of the Director who offer himself for re-election (the "Retiring Director") are set out in Appendix II to this circular.

APPOINTMENT OF EXECUTIVE DIRECTORS

The Board has resolved to propose at the AGM the appointment of Mr. Wei Wei ("Mr. Wei") and Mr. Ding Xianshu ("Mr. Ding") as executive directors of the Company (the "Proposed Executive Directors") pursuant to article 67A(f) of the Articles of Association. The Board also proposes at the AGM the authorization to the Board to fix the remuneration of Mr. Wei and Mr. Ding. The Proposed Executive Directors and proposed authorization to the Board to fix the remuneration of Mr. Wei and Mr. Ding are subject to the consideration and approval of the Shareholders by way of ordinary resolutions at the AGM.

The recommendation of the proposed appointment of Mr. Wei and Mr. Ding as executive Directors to the Board, the Nomination Committee has taken into account the criteria including but not limited to experience and expertise as set out in the nomination policy of the Company and the objective criteria (including but not limited to, gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out in the board diversity policy of the Company. The Board considers that the appointment of Mr. Wei and Mr. Ding as executive Directors is in the best interests of the Company and Shareholders as a whole.

The details of the Proposed Executive Directors to be appointed at the AGM are set out below:

Mr. Wei Wei

The biographical details of Mr. Wei Wei are as follows:

Mr. Wei Wei ("Mr. Wei"), aged 48, was the secondary department manager of retail and internet finance department of Haitong Securities and the general manager of marketing management department of Haitong Unitrust Financial Leasing. He joined Industrial Securities, the parent of the Company, in 2016. He was the deputy general manager and deputy managing director of wealth management department of private equity committee of Industrial Securities, deputy general manager of brokerage business service department of brokerage business headquarters, deputy general manager (acting) of Liaoning branch of Industrial Securities, and deputy general manager of wealth management department of Industrial Securities. Currently, Mr. Wei is the deputy chief executive officer of the Company and also a director of various subsidiaries of the Group. Mr. Wei has over 26 years of experience in the financial industry.

Mr. Wei obtained a Bachelor of Science degree in International Finance and Economic Law from Jiangxi University of Finance and Economics in July 1999.

As at the Latest Practicable Date, Mr. Wei has entered into a service contract with the Company for a term of three years commencing from the date of approval at the AGM and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wei will be entitled to receive monthly remuneration of HK$160,000 and discretionary bonus. Such remuneration will be determined annually by the Board on the recommendation of the remuneration committee of the Company with reference to various factors such as his qualifications, relevant experience, duties and responsibilities, workload and time devoted to the Group, performance of the Group and the Company's remuneration policy.

As at the Latest Practicable Date, Mr. Wei does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Wei does not any other positions in the Company and the Group nor any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Wei does not have any relationship with any Directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Wei as an executive Director.

Mr. Ding Xianshu

The biographical details of Mr. Ding are as follows:

Mr. Ding Xianshu ("Mr. Ding"), aged 44, was general manager of institutional clients and deputy general manager of capital markets of Guoyuan Securities (Hong Kong) Limited. He joined the Group in 2013 and was general manager of institutional sales department, general manager of sales and trading headquarters of the Group and assistant chief executive officer of the Company. Currently, Mr. Ding is the deputy chief executive officer of the Company. Mr. Ding has over 18 years of experience in the financial industry.

Mr. Ding obtained a Bachelor of Science degree in Investment and Finance from Zhongnan University of Economics and Law in June 2011.

As at the Latest Practicable Date, Mr. Ding has entered into a service contract with the Company for a term of three years commencing from the date of approval at the AGM and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ding will be entitled to receive monthly remuneration of HK$178,000 and discretionary bonus. Such remuneration will be determined annually by the Board on the recommendation of the remuneration committee of the Company with reference to various factors such as his qualifications, relevant experience, duties responsibilities, workload and time devoted to the Group, performance of the Group and the Company's remuneration policy.

As at the Latest Practicable Date, Mr. Ding beneficially owned 327 shares of the Company representing approximately 0.00% of the issued shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Ding does not have any other positions in the Company and the Group nor any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Ding does not have any relationship with any Directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Ding as an executive Director.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board has resolved to propose at the AGM the appointment of Ms. Foo Yuet Min ("Ms. Foo") as an independent non-executive director of the Company (the "Proposed Independent Non-executive Director") pursuant to article 67A(f) of the Articles of Association. The Board also proposes at the AGM the authorization to the Board to fix the remuneration of Ms. Foo. The Proposed Independent Non-executive Director and proposed authorization to the Board to fix the remuneration of Ms. Foo are subject to the consideration and approval of the Shareholders by way of ordinary resolutions at the AGM.

The recommendation of the proposed appointment of Ms. Foo as an independent non-executive Director to the Board, the Nomination Committee has taken into account the criteria including but not limited to experience and expertise as set out in the nomination policy of the Company and the objective criteria (including but not limited to, gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out in the board diversity policy of the Company. Additionally, the Nomination Committee and the Board have also assessed and are satisfied of the independence of Ms. Foo with reference to the criteria set out in Rule 3.13 of the Listing Rules. The Board considers that the appointment of Ms. Foo as an independent non-executive Director is in the best interests of the Company and Shareholders as a whole.

The details of the Proposed Independent Non-executive Director to be appointed at the AGM are set out below:

Ms. Foo Yuet Min

The biographical details of Ms. Foo are as follows:

Ms. Foo Yuet Min ("Ms. Foo"), aged 44, she was a Justices' Law clerk at the Supreme Court of Singapore and a member of the Singapore Goods and Services Tax Review Board. Ms. Foo currently is a director in the dispute resolution department of Drew & Napier LLC and has been appointed as an arbitrator in Singapore International Arbitration Centre and International Chamber of Commerce. Ms. Fu has received the Named Young Lawyer of the Year 2021 from Asian Legal Business SE Asia Law Awards and being recognized as a leading arbitration practitioner in the Southeast Asia region in 2023 for two consecutive years.

Ms. Foo obtained her bachelor degree in Laws from the National University of Singapore in June 2006. Ms. Foo is an advocate and solicitor in Singapore.

As at the Latest Practicable Date, Ms. Foo has entered into a service contract with the Company for a term of three years commencing from the date of approval at the AGM and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Foo will be entitled to receive remuneration of HK$300,000 per annum. Such remuneration will be determined annually by the Board on the recommendation of the remuneration committee of the Company with reference to various factors such as her qualifications, relevant experience, duties responsibilities, workload and time devoted to the Group, performance of the Group and the Company's remuneration policy.

As at the Latest Practicable Date, Ms. Foo does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, Ms. Foo does not have any other positions in the Company and the Group nor any directorship in other listed public companies in the past three years.

Save as disclosed above, Ms. Foo does not have any relationship with any Directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Ms. Foo has confirmed her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules. She has also confirmed that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company, and that there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Ms. Foo as an independent non-executive Director.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 21 to 26 of this circular. At the AGM, ordinary resolutions in respect of, among others, the Issue Mandate (including the extension of the Issue Mandate), the Buy Back Mandate, authorization to the board of directors on borrowing and provision of guarantee, the re-election of Retiring Directors, appointment of executive Directors and appointment of independent non-executive Director will be proposed.

A proxy form for use in connection with the AGM is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.xyzq.com.hk). In order to be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before (i.e. 3:00 p.m. on Sunday, 17 May 2026) the time appointed for holding the AGM or at any adjournment thereof. Completion and return of the proxy form will not preclude any Shareholder from attending and voting at the AGM via the Vistra eVoting Portal or at any adjournment should he/she/it so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all resolutions as set out in the AGM Notice to be proposed at the AGM shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

There is no Shareholder who is required to abstain from voting in respect of any of the ordinary resolutions.

The Directors believe that the ordinary resolutions in relation to the Issue Mandate (including the extension of the Issue Mandate), the Buy Back Mandate, authorization to the board of directors on borrowing and provision of guarantee, the re-election of the Retiring Directors, appointment of executive Directors and appointment of independent non-executive Director are in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the AGM Notice on pages 21 to 26 of this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Your attention is also drawn to the information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
China Industrial Securities International Financial Group Limited
Xiong Bo
Chairman

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Buy Back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,000,000,000 Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution for the approval of the Buy Back Mandate and on the basis that no further Shares are issued and no Shares are bought back and cancelled and the Company did not have any treasury shares during the period from the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to buy back up to a maximum of 400,000,000 Shares, representing 10% of the issued Shares (excluding treasury shares) as at the date of passing of the ordinary resolution up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the revocation or variation of the Buy Back Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR BUY BACK

The Directors consider that the Buy Back Mandate is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to buy back Shares on the market. An exercise of the Buy Back Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or the earnings per Share and will only be made when the Directors believe that such buy back will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY BACK

Pursuant to the Buy Back Mandate, buy backs would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of Cayman Islands, the Articles of Association and the Listing Rules for such purpose.

4. IMPACT OF BUY BACK

An exercise of the Buy Back Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with the position disclosed in the latest published audited consolidated financial statements of the Company for the year ended 31 December 2025. The Directors do not, however, intend to make any buy back in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. UNDERTAKING OF THE DIRECTORS

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates have any present intention to sell to the Company or its subsidiaries any of the Shares in the event that the Buy Back Mandate is approved by the Shareholders.

The Directors will exercise the powers of the Company to make buy backs pursuant to the Buy Back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. The Company confirms that neither the explanatory statement as set out in this Appendix I nor the Buy Back Mandate has unusual features.

The Shares bought back by the Company shall be held as Treasury Shares and/or cancelled, depending on market conditions, the Company's capital management needs and funding arrangements at the time of share buy-back. For any Treasury Shares deposited with Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company will (i) procure its stockbroker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions. The Company will take appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as Treasury Shares.

6. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a buy back of Shares pursuant to the Buy Back Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Industrial Securities (Hong Kong) Financial Holdings Limited was beneficially interested in 2,409,589,644 Shares, representing approximately 60.24% of the total number of issued Shares. Industrial Securities (Hong Kong) Financial Holdings Limited is owned as to 100% by Industrial Securities.

In the event that the Buy Back Mandate was exercised in full by the Directors, the percentage shareholding of Industrial Securities (Hong Kong) Financial Holdings Limited would increase to approximately 66.93% (if the present shareholdings otherwise remain the same). Such increase would not result in Industrial Securities (Hong Kong) Financial Holdings Limited to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Buy Back Mandate.

As at the Latest Practicable Date, the Directors had no intention to exercise any of the Buy Back Mandate to such an extent as would give rise to the above offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences of buy backs which may result in the number of Shares in the hands of public falling below the minimum prescribed percentage of 25% as required by the Listing Rules.

7. SHARES BUY BACKS MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

8. BUY BACK OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy Back Mandate is approved by the Shareholders at the AGM.

9. SHARE PRICES

The highest and lowest prices at which Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Share Prices	
	Highest	**Lowest**
	HK$	*HK$*
2025		
March	0.285	0.223
April	0.31	0.237
May	0.375	0.295
June	0.475	0.355
July	0.86	0.36
August	0.82	0.62
September	0.71	0.435
October	0.54	0.445
November	0.5	0.44
December	0.5	0.45
2026		
January	0.54	0.465
February	0.52	0.435
March (up to the Latest Practicable Date)	0.46	0.4

The following are the particulars of the Director proposed to be re-elected at the AGM:

Save as disclosed herein and as at the Latest Practicable Date, the following Director does not have any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the Latest Practicable Date, the following Director does not have any other positions with the Group.

Save as disclosed herein and as at the Latest Practicable Date, the following Director does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders.

Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders nor any information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT EXECUTIVE DIRECTOR

Mr. Xiong Bo

Mr. Xiong Bo ("Mr. Xiong"), aged 48, was appointed as a non-executive Director and the chairman of the Board, the chairman of nomination committee and a member of each of the audit committee and the remuneration committee under the Board on 4 March 2024. Mr. Xiong is currently the director and chief executive officer of Industrial Securities (Hong Kong) Financial Holdings Limited ("Industrial Securities (Hong Kong)"), the controlling shareholder of the Company, the director of IS (Hong Kong) Investment Limited, the chairman of the board of directors and chief executive officer of Industrial Securities (Singapore) Financial Holdings Pte. Ltd. and the director of Industrial Securities (Singapore) Pte. Ltd. and Industrial Securities (Singapore) Corporate Advisory Pte. Ltd., which are the subsidiaries of Industrial Securities (Hong Kong). Mr. Xiong has over 24 years of experience in the financial services industry.

Mr. Xiong joined Industrial Securities, the parent of the Company, in 2001. He was general manager of the Xi'an sales department, general manager of the retail client department, a member of private wealth management business committee, general manager of wealth management department, general manager of Northwest branch, general manager of Beijing branch and general manager of sales and trading business headquarter of Industrial Securities.

Mr. Xiong obtained a doctor degree in Management from The Hong Kong Polytechnic University in October 2014.

Mr. Xiong had entered into a service contract with the Company for a term of three years commencing from 4 March 2024 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Xiong is not entitled to receive any emolument.

As at the Latest Practicable Date, Mr. Xiong beneficially owned 2,058,531 shares of the Company representing approximately 0.05% of the issued shares of the Company.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "AGM") of China Industrial Securities International Financial Group Limited (the "Company") will be held by way of a virtual meeting on Tuesday, 19 May 2026 at 3:00 p.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025 and the reports of the board (the "Board") of directors (the "Director(s)") and independent auditor of the Company.

2. (A) To re-elect Mr. Xiong Bo as a non-executive Director; and

   (B) To authorise the Board to fix the Director's remuneration.

3. (A) To appoint Mr. Wei Wei as an executive Director;

   (B) To appoint Mr. Ding Xianshu as an executive Director;

   (C) To appoint Ms. Foo Yuet Min as an independent non-executive Director; and

   (D) To authorise the Board to fix the Directors' remuneration.

4. To re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix its remuneration.

and to consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions:

ORDINARY RESOLUTIONS

5. (A) "**THAT**:

(a) subject to paragraph (c) of this Resolution below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the "Shares") or securities convertible into the Shares, or options or warrants for similar rights to subscribe for any Shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers during or after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the board of directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the articles of association of the Company (the "Articles of Association") from time to time; or (iv) an issue of shares upon the exercise of the subscription rights under any option scheme or similar arrangement for the grant or issue to employees and other participants of the Company and/or any of its subsidiaries and associated companies of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares) as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

"Relevant Period" means the period from the date of the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands; and

(iii) the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the Shareholders in general meeting.

"Right Issue" means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions of obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company)."

(B) "**THAT**:

(a) subject to paragraph (b) of this Resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares in the share capital of the Company (the "Shares") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong (the "Commission") and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for this purpose, and in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of the Resolution above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) for the purposes of this Resolution,

"Relevant Period" means the period from the date of the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association, the Companies Law, or any other applicable laws of the Cayman Islands; and

(iii) the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."

(C) "**THAT** subject to the passing of resolutions numbered 5(A) and 5(B) as set out in the notice convening the annual general meeting of the Company of which this Resolution forms part (the "Notice"), the general mandate referred to in the Resolution numbered 5(A) as set out in the Notice be extended by the addition to the aggregate number of shares of the Company (the "Shares") which may be allotted and issued or agreed to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of Shares bought back by the Company pursuant to the mandate referred to in Resolution numbered 5(B) as set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued Shares (excluding treasury shares) as at the date of passing of this Resolution."

6. "**THAT**:

(a) Subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the board of directors of the Company be and are hereby authorized for the purpose of Article 67A(b) of the articles of association of the Company to enter into any transactions during the Relevant Period (as defined hereunder) on behalf of the Company to raise or borrow any sum or sums of money for the purpose of the Company or its wholly-owned subsidiaries and to provide guarantees for the wholly-owned subsidiaries of the Company in each case in any single transaction with a value equal to or exceeding 10% of the consolidated net asset value of the Group as shown in the latest published financial statements of the Company; and

(b) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association and articles of association of the Company or by law to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

By Order of the Board
China Industrial Securities International Financial Group Limited
Xiong Bo
Chairman

Hong Kong, 31 March 2026

Principal Place of Business in Hong Kong:
32/F, Infinitus Plaza
199 Des Voeux Road Central
Hong Kong

Registered Office:
PO Box 1350,
Windward 3, Regatta Office Park
Grand Cayman KY 1-1108
Cayman Islands

Notes:

1. The above-mentioned resolutions will be put to vote at the AGM by way of poll.

2. Any shareholder of the Company (the "Shareholder") entitled to attend and vote at the AGM convened by this notice or its any adjourned meeting (as the case may be) is entitled to appoint one or more (if he/she/it holds two or more Shares) proxies to attend and vote in his/her/its place. A proxy need not be a Shareholder.

3. A proxy form for use in connection with the AGM is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.xyzq.com.hk). If you are not able to attend and vote via the Vistra eVoting Portal at the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon. Completion and return of a proxy form will not preclude a Shareholder from attending and voting via the Vistra eVoting Portal at the AGM or its any adjournment should he/she/it so wish.

4. In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before (i.e. 3:00 p.m. on Sunday, 17 May 2026) before the time appointed for holding the AGM or its adjourned meeting. Completion and return of the proxy form will not preclude any Shareholder from attending and voting at the AGM via the Vistra eVoting Portal or at any adjournment should he/she/it so wish.

5. In the case of joint holders of any share(s), only **ONE PAIR** of log-in username and password will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.

6. The record date for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the AGM is Tuesday, 19 May 2026. For the purpose of determining shareholders' eligibility to attend and vote via the Vistra eVoting Portal at the AGM, the transfer books and register of members of the Company will be closed from Thursday, 14 May 2026 to Tuesday, 19 May 2026, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 13 May 2026.

7. Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the virtual AGM. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

As at the date of this notice, the Board comprises one non-executive Director, namely Mr. Xiong Bo (Chairman), one executive Director, namely Mr. Lin Dan, and three independent non-executive Directors, namely Ms. Ye Jianfang, Mr. Tian Li and Ms. Du Li.