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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)

**PROPOSED ADDITIONAL ISSUE OF GUARANTEED BONDS
DUE 2020 (TO BE CONSOLIDATED AND
FORM A SINGLE SERIES WITH THE
US\$200,000,000 5.0% GUARANTEED BONDS DUE 2020)**

Reference is made to the Announcements. Unless the context herein defines otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

The Company proposes to conduct a further international offering of the New Bonds, to be unconditionally and irrevocably guaranteed by the Guarantor, on the principal terms and conditions of the Original Bonds, save for the issue date and the first payment of interest thereon.

The net proceeds from the New Bonds Issue are intended to be used by the Company for general corporate purposes.

The New Bonds have not been and will not be registered under the U.S. Securities Act. The New Bonds will only be offered outside the United States in compliance with Regulation S under the U.S. Securities Act.

The Company will apply to the Stock Exchange for the listing of and permission to deal in the New Bonds, by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong), only.

As no binding agreement in relation to the New Bonds Issue has been entered into as at the date of this announcement, the New Bonds Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the New Bonds Issue will be made by the Company should the Subscription Agreement be signed.

THE PROPOSED NEW BONDS ISSUE

Introduction

Reference is made to the announcements of the Company dated 26 August 2019, 27 August 2019 and 30 August 2019 in respect of the issue of the Original Bonds (the “**Announcements**”). Unless the context herein defines otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

The Company proposes to conduct a further international offering of the New Bonds, to be unconditionally and irrevocably guaranteed by the Guarantor, on the principal terms and conditions of the Original Bonds, save for the issue date and the first payment of interest thereon.

The pricing of the New Bonds, including the aggregate principal amount and the Issue Price, will be determined through a book building exercise to be conducted by the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers. Upon finalising the terms of the New Bonds, it is expected that the Company, the Guarantor and the Joint Lead Managers will enter into the Subscription Agreement.

The New Bonds have not been and will not be registered under the U.S. Securities Act. The New Bonds will only be offered outside the United States in compliance with Regulation S under the U.S. Securities Act.

The Company and reasons for the New Bonds Issue

The Company is a comprehensive financial group that provides a full-spectrum of financial services in Hong Kong.

The net proceeds from the New Bonds Issue are intended to be used by the Company for general corporate purposes.

Listing

The Company will apply to the Stock Exchange for the listing of and permission to deal in the New Bonds, by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong), only.

GENERAL

As no binding agreement in relation to the New Bonds Issue has been entered into as at the date of this announcement, the New Bonds Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the New Bonds Issue will be made by the Company should the Subscription Agreement be signed.

DEFINITIONS

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

“New Bonds”	the USD denominated guaranteed bonds to be issued by the Company unconditionally and irrevocably guaranteed by the Guarantor, subject to the terms and conditions of the Subscription Agreement (to be consolidated and form a single series with the Original Bonds);
“New Bonds Issue”	the proposed issue of the New Bonds by the Company;
“Original Bonds”	US\$200,000,000 5.0% guaranteed bonds due 2020 issued by the Company on 30 August 2019;
“Issue Price”	the final price at which the New Bonds will be issued;
“Joint Bookrunners” and “Joint Lead Managers”	China Industrial Securities International Brokerage Limited, Zhongtai International Securities Limited and Orient Securities (Hong Kong) Limited;
“Joint Global Coordinators”	China Industrial Securities International Brokerage Limited and Zhongtai International Securities Limited; and
“Subscription Agreement”	the agreement proposed to be entered into by and among the Company, the Guarantor, the Joint Bookrunners and Joint Lead Managers in relation to the New Bonds Issue.

By order of the Board

China Industrial Securities International Financial Group Limited

Huang Yilin

Chairman

Hong Kong, 26 September 2019

As at the date of this announcement, the Board comprises a non-executive Director, namely Mr. Huang Yilin (Chairman), four executive Directors, namely Mr. Huang Jinguang, Mr. Wang Xiang, Ms. Zeng Yanxia and Ms. Zhang Chunjuan, and three independent non-executive Directors, namely Ms. Hong Ying, Mr. Tian Li and Mr. Qin Shuo.