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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)

ISSUANCE OF US\$300,000,000 2.00 % GUARANTEED BONDS DUE 2024

Reference is made to the announcement of the Company dated 2 February 2021, in respect of the Bonds Issue (the “**Announcement**”). Unless the context herein defines otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the **Announcement**.

On 2 February 2021, the Company, the Guarantor, the Joint Bookrunners and Joint Lead Managers entered into the Subscription Agreement in connection with the Bonds Issue, subsequent to the book building exercise conducted by the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers of the Bonds Issue.

The gross proceeds from the Bonds Issue will be US\$300,000,000. The Company intends to use the net proceeds from the Bonds Issue, consisting of the gross proceeds of the Bonds Issue less the underwriting discounts and commissions and other expenses payable in connection with the Bonds Issue, for repayment of short-term revolving bank loans.

The Company will apply to the Stock Exchange for the listing of and permission to deal in the Bonds, by way of debt issues to Professional Investors, only.

Reference is made to the announcement of the Company dated 2 February 2021 in respect of the Bonds Issue. Unless the context herein defines otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

The Board is pleased to announce that on 2 February 2021, the Company, the Guarantor, the Joint Bookrunners and Joint Lead Managers entered into the Subscription Agreement in connection with the Bonds Issue, subsequent to the book building exercise conducted by the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers of the Bonds Issue.

THE SUBSCRIPTION AGREEMENT

Date: 2 February 2021

Parties to the Subscription Agreement

- (a) the Company as the issuer;
- (b) the Guarantor;
- (c) China Industrial Securities International Brokerage Limited;
- (d) Bank of China Limited;

- (e) Industrial Bank Co., Ltd. Hong Kong Branch;
- (f) China International Capital Corporation Hong Kong Securities Limited;
- (g) China Minsheng Banking Corp., Ltd., Hong Kong Branch;
- (h) CMB International Capital Limited;
- (i) CMB Wing Lung Bank Limited;
- (j) CMBC Securities Company Limited;
- (k) Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch;
- (l) SPDB International Capital Limited;
- (m) Bank of China (Hong Kong) Limited;
- (n) BOCOM International Securities Limited;
- (o) China CITIC Bank International Limited;
- (p) China Everbright Bank Co., Ltd., Hong Kong Branch;
- (q) CEB International Capital Corporation Limited;
- (r) Chiyu Banking Corporation Limited;
- (s) China Everbright Securities (HK) Limited;
- (t) Guotai Junan Securities (Hong Kong) Limited;
- (u) Guosen Securities (HK) Capital Company Limited;
- (v) Guoyuan Capital (Hong Kong) Limited; and
- (w) Zhongtai International Securities Limited.

China Industrial Securities International Brokerage Limited, Bank of China Limited, Industrial Bank Co., Ltd. Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, CMB International Capital Limited, CMB Wing Lung Bank Limited, CMBC Securities Company Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, SPDB International Capital Limited, Bank of China (Hong Kong) Limited, BOCOM International Securities Limited, China CITIC Bank International Limited, China Everbright Bank Co., Ltd., Hong Kong Branch, CEB International Capital Corporation Limited, Chiyu Banking Corporation Limited, China Everbright Securities (HK) Limited, Guotai Junan Securities (Hong Kong) Limited, Guosen Securities (HK) Capital Company Limited, Guoyuan Capital (Hong Kong) Limited and Zhongtai International Securities Limited have been appointed as the Joint Bookrunners and Joint Lead Managers for the Bonds Issue. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Bank of China Limited, Industrial Bank Co., Ltd. Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, CMB International Capital Limited, CMB Wing Lung Bank Limited, CMBC Securities Company Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, SPDB International Capital Limited, Bank of China (Hong Kong) Limited, BOCOM International Securities Limited, China CITIC Bank International Limited, China Everbright Bank Co., Ltd., Hong Kong Branch, CEB International Capital Corporation Limited, Chiyu Banking Corporation Limited, China Everbright Securities (HK) Limited, Guotai Junan Securities (Hong Kong) Limited, Guosen Securities (HK) Capital Company Limited, Guoyuan Capital (Hong Kong) Limited and Zhongtai International Securities Limited is an independent third party and not a connected person of the Company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, China Industrial Securities International Brokerage Limited, as joint global coordinator, joint bookrunner and joint lead manager, is a directly held and wholly-owned subsidiary of the Company.

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

Principal terms of the Bonds

Bonds Offered

Subject to certain conditions to completion, the Company will issue the Bonds in the aggregate principal amount of US\$300,000,000, which will mature on 9 February 2024, unless earlier redeemed pursuant to the terms thereof.

Issue Price

The Issue Price of the Bonds will be 100.00% of the principal amount of the Bonds.

Interest

The Bonds will bear interest on their outstanding principal amount from and including 9 February 2021 at the rate of 2.00% per annum, payable semi-annually in arrear on 9 February and 9 August in each year, commencing 9 August 2021.

Ranking of the Bonds

The Bonds constitute direct, unsubordinated, unconditional and unsecured obligations of the Company and shall at all times rank *pari passu* and without any preference or priority among themselves. The payment obligations of the Company under the Bonds shall, save for such exceptions as may be provided by applicable law, at all times rank at least equally with all the Company's other present and future unsecured and unsubordinated obligations.

Events of Default

If an event of default occurs, the Trustee at its discretion may, and if so requested by holders of at least 25% in the principal amount of the Bonds then outstanding or if so directed by an extraordinary resolution of the holders of the Bonds shall, give notice to the Company and the Guarantor that the Bonds are, and they shall immediately become, due and payable at their principal amount together (if applicable) with accrued interest.

Redemption

Unless previously redeemed, or purchased and cancelled in accordance with the Terms and Conditions, the Bonds will be redeemed at their principal amount on the maturity date of the Bonds.

The Bonds may be redeemed in accordance with the Terms and Conditions for taxation reasons and if there has been a change of control of the Company or the Guarantor.

Use of Proceeds of the Bonds Issue

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

The gross proceeds from the Bonds Issue will be US\$300,000,000. The Company intends to use the net proceeds from the Bonds Issue, consisting of the gross proceeds of the Bonds Issue less the underwriting discounts and commissions and other expenses payable in connection with the Bonds Issue, for repayment of short-term revolving bank loans.

LISTING

The Company will apply to the Stock Exchange for the listing of and permission to deal in the Bonds, by way of debt issues to Professional Investors only.

GENERAL

As the conditions precedent to completion of the Subscription Agreement may or may not be satisfied and the Subscription Agreement may be terminated upon the occurrence of certain events, prospective investors and Shareholders are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“Bonds”	the 2.00% bonds due 2024 in the principal amount of US\$300,000,000 to be issued by the Company unconditionally and irrevocably guaranteed by the Guarantor;
“Bonds Issue”	the issue of the Bonds by the Company;
“Issue Price”	100.00% of the principal amount of the Bonds, the price at which the Bonds will be issued;
“Joint Bookrunners” and “Joint Lead Managers”	China Industrial Securities International Brokerage Limited, Bank of China Limited, Industrial Bank Co., Ltd. Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, CMB International Capital Limited, CMB Wing Lung Bank Limited, CMBC Securities Company Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, SPDB International Capital Limited, Bank of China (Hong Kong) Limited, BOCOM International Securities Limited, China CITIC Bank International Limited, China Everbright Bank Co., Ltd., Hong Kong Branch, CEB International Capital Corporation Limited, Chiyu Banking Corporation Limited, China Everbright Securities (HK) Limited, Guotai Junan Securities (Hong Kong) Limited, Guosen Securities (HK) Capital Company Limited, Guoyuan Capital (Hong Kong) Limited and Zhongtai International Securities Limited;

“Joint Global Coordinators”	China Industrial Securities International Brokerage Limited, Bank of China Limited, Industrial Bank Co., Ltd. Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, CMB International Capital Limited, CMB Wing Lung Bank Limited, CMBC Securities Company Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch and SPDB International Capital Limited;
“Shareholder(s)”	holder(s) of the shares of the Company;
“Subscription Agreement”	the agreement dated 2 February 2021 entered into among the Company, the Guarantor, the Joint Bookrunners and Joint Lead Managers in relation to the Bonds Issue;
“Terms and Conditions”	the terms and conditions of the Bonds, which will be appended to the Trust Deed;
“Trust Deed”	the trust deed proposed to be entered into between the Company, the Guarantor and the Trustee in relation to the Bonds, as amended or supplemented from time to time;
“Trustee”	Citicorp International Limited;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

By order of the Board
China Industrial Securities International Financial Group Limited
Huang Yilin
Chairman

Hong Kong, 3 February 2021

As at the date of this announcement, the Board comprises one non-executive Director, namely Mr. Huang Yilin (Chairman), four executive Directors, namely Mr. Li Baochen, 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.