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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 accompanying form of proxy 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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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 DIRECTORS ON
BORROWING AND PROVISION OF GUARANTEE
AND
RE-ELECTION OF RETIRING DIRECTORS
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 Friday, 6 May 2022 at 3:00 p.m. is set out on pages 18 to 23 of this circular. A proxy form for use at the AGM and at any adjournment thereof is enclosed with this circular. Such proxy form is also published at the websites of The Stock Exchange of Hong Kong Limited (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 enclosed form of proxy 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 3:00 p.m. on Wednesday, 4 May 2022) before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment 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 Tricor e-Meeting System which enables live streaming of the AGM.

1 April 2022

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SPECIAL ARRANGEMENTS FOR THE AGM

The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the need to protect the AGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of the AGM attendees, and in light of the latest Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), the Company will be conducting the AGM by way of a virtual meeting.

The AGM will be held by way of a virtual meeting and the Shareholders will not be able to attend the AGM in person.

Alternative arrangements have been made by the Company to allow the Shareholders to participate at the virtual AGM and exercise their voting rights by:

- (1) attending the virtual AGM via the Tricor e-Meeting System which enables live streaming of the virtual AGM, provide an interactive platform for questions-and-answers and allow the Shareholders to submit their votes online; or
- (2) appointing the chairman of the virtual AGM or other persons as their proxies to vote on their behalf via the Tricor e-Meeting System.

The Company strongly encourages Shareholders to attend the virtual AGM and vote online through online access by visiting the designated URL link (the “Tricor e-Meeting System”) by using the unique login details provided in the notification letter which will be despatched to the Shareholders by post. Shareholders participating in the AGM using the Tricor e-Meeting System will be able to submit questions through the Tricor e-Meeting System.

If your proxy (except when the chairman of the meeting is appointed as proxy) wishes to attend the virtual AGM and vote online, you must provide a valid email address on the proxy form for the necessary arrangements. If no email address is provided, your proxy cannot attend the virtual AGM and vote online. The email address so provided will be used by the Branch Registrar for providing the login details for attending and voting at the AGM via Tricor e-Meeting System. If your proxy has not received the login details by email by 5:00 p.m. on Thursday, 5 May 2022, you should contact the Branch Registrar’s hotline at (852) 2975 0928 (Monday to Friday, excluding Hong Kong Public holidays) or email to emeeting@hk.tricorglobal.com for the necessary arrangements.

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) in relation to attending the AGM by electronic means.

SPECIAL ARRANGEMENTS FOR THE AGM

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 Tricor e-Meeting System 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 unauthorised use of the login details.

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. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

Shareholders attending the AGM through the Tricor e-Meeting System may submit questions relevant to the proposed resolution online during the AGM. Shareholders can also send their questions by email to emeeting@hk.tricorglobal.com in advance of the AGM. The Company will endeavour to respond to substantial and relevant queries from the Shareholders prior to the AGM and/or at the AGM.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to adopt further changes to the AGM arrangements at short notice. Shareholders are advised to check the websites of the Company (www.xyzq.com.hk) and HKEX (www.hkexnews.hk) for the latest announcement and information relating to the AGM.

DEFINITIONS

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

“2021 AGM”	the annual general meeting of the Company held on 21 May 2021
“AGM”	the annual general meeting of the Company to be held by way of a virtual meeting on Friday, 6 May 2022 at 3:00 p.m. or its any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 18 to 23 of this circular
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“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 4(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

DEFINITIONS

“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 4(A) of the AGM Notice
“Latest Practicable Date”	28 March 2022, 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 ordinary share(s) of 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

DEFINITIONS

“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
“%”	per cent.

* *For identification purpose only*

LETTER FROM THE BOARD



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. Huang Yilin (*Chairman*)

Executive Directors:

Mr. Li Baochen (*Chief Executive Officer*)

Ms. Zeng Yanxia

Ms. Zhang Chunjuan

Independent non-executive Directors:

Ms. Hong Ying

Mr. Tian Li

Mr. Qin Shuo

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

1 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
AUTHORIZATION TO THE DIRECTORS ON
BORROWING AND PROVISION OF GUARANTEE
AND
RE-ELECTION OF RETIRING DIRECTORS
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 and the re-election of retiring Directors.

LETTER FROM THE BOARD

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 2021 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 4(A) and 4(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 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. 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 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 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 2021 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 4(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 at the date of passing of the proposed resolution of the Buy Back Mandate at the AGM.

LETTER FROM THE BOARD

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 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 DIRECTORS ON BORROWING AND PROVISION OF GUARANTEE

Reference is made to the announcement and circular (the “Circular”) of the Company dated 2 September 2021 and 6 September 2021, respectively, containing among other things, the authorization to the directors on borrowing and provision of guarantee. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular. Given that the Borrowing Mandate granted to the Directors to enter into any Funding Transaction by or on behalf of the Company pursuant to an ordinary resolution passed by the Shareholders at the extraordinary general meeting of the Company held on 24 September 2021 will expire at the conclusion of the AGM.

Article 67A of the Articles 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.

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 brokerage services, loans and financing services, 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.

LETTER FROM THE BOARD

The Company raises funds by various means including, but not limited to, 1) issuing bonds to professional investors (as defined in Chapter 37 of the Listing Rules and in the SFO), and 2) obtaining banking facilities. In addition, as part of their ordinary course of business, the Company's wholly-owned subsidiaries also borrow from banks, and some of such borrowings require the support of a guarantee provided by the Company. From time to time the Company is also required to provide guarantees in respect of certain over-the-counter transactions carried out, derivative products issued and the related agreements entered into, by the wholly-owned subsidiaries of the Company in their ordinary and usual course of business (all the transactions referred above referred to as "Funding Transactions").

Given the capital requirements for the on-going daily operations of the Company's subsidiaries and the anticipated growth for their businesses, the 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 2021, the audited consolidated net asset value of the Group was HK\$4,387.2 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\$438.7 million (based on the consolidated net asset value of the Group as at 31 December 2021). 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 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 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 5 of the AGM Notice.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised Mr. Huang Yilin as non-executive Director; Mr. Li Baochen, Ms. Zeng Yanxia and Ms. Zhang Chunjuan as executive Directors; and Ms. Hong Ying, Mr. Tian Li and Mr. Qin Shuo as independent non-executive Directors.

Pursuant to articles 108(a) and (b) of the Articles, Mr. Li Baochen, Ms. Zhang Chunjuan and Mr. Qin Shuo shall retire from office, and being eligible, will offer themselves for re-election as the Directors at the AGM.

The nomination committee of the Company 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 Directors who offer themselves for re-election (the "Retiring Directors") are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 18 to 23 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 directors on borrowing and provision of guarantee and the re-election of Retiring Directors will be proposed.

A form of proxy for use in connection with the AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before (i.e. 3:00 p.m. on Wednesday, 4 May 2022) the time appointed for holding the AGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the AGM via the Tricor e-Meeting System or at any adjournment should he/she/it so wish.

LETTER FROM THE BOARD

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

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 directors on borrowing and provision of guarantee and the re-election of the Retiring Directors 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 18 to 23 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

Huang Yilin

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.

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 and cancelled after 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 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 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 Cayman Islands laws and the memorandum of association of the Company, the Articles 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 2021. 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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they 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 and the applicable laws of the Cayman Islands.

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.

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 2,077,337,644 Shares, representing approximately 51.93% 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 57.70% (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 <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
March	0.275	0.230
April	0.239	0.211
May	0.249	0.203
June	0.232	0.198
July	0.230	0.191
August	0.207	0.170
September	0.216	0.180
October	0.228	0.188
November	0.210	0.189
December	0.205	0.169
2022		
January	0.198	0.171
February	0.180	0.160
March (up to the Latest Practicable Date)	0.171	0.115

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

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors holds 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, none of the following Directors holds any other positions with the Group.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors has 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.

EXECUTIVE DIRECTORS

Mr. Li Baochen

Mr. Li Baochen (“**Mr. Li**”), aged 44, was appointed as an executive Director and Chief Executive Officer on 13 January 2020. Mr. Li is also a director of various subsidiaries of the Group. Mr. Li was also appointed as a director and chief executive officer of Industrial Securities (Hong Kong) Financial Holdings Limited, and a legal representative, an executive director and a general manager of Industrial Securities Consultancy Service (Shenzhen) Company Limited* and director of IS (Hong Kong) Investment Limited on 31 July 2019 and 19 May 2020 and 5 June 2020, respectively, which are the controlling shareholder of the Company (as defined in the Listing Rules). Currently, he is a director and vice chairman of Chinese Securities Association of Hong Kong Company Limited and vice chairman of The Hong Kong Chinese Enterprises Association, Fujian Enterprises Section. Mr. Li has over 18 years of experience in the financial services industry.

Mr. Li was the product manager of personal banking of Industrial and Commercial Bank of China, Shenzhen Branch; the general manager of the market research and development department of China Lianhe Credit Rating Co., Ltd.; the managing director, deputy general manager and general manager of the fixed income business headquarter of Industrial Securities.

Mr. Li obtained a master’s degree in economics from Nankai University, the PRC in July 2003.

Mr. Li has entered into a service contract with the Company for a term of three years commencing from 13 January 2020, subject to the provisions of retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Li is entitled to receive monthly remuneration of HK\$250,000 and discretionary bonus. Such remuneration will be determined annually by the remuneration committee of the Company by reference to his relevant experience, responsibilities, workload and time devoted to the Group and performance of the Group.

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

Ms. Zhang Chunjuan

Ms. Zhang Chunjuan (“**Ms. Zhang**”), aged 38, was appointed as a deputy Chief Executive Officer and chief financial officer of the Company on 17 July 2019 and an executive Director on 2 August 2019. Ms. Zhang is also a director of various subsidiaries of the Group. Ms. Zhang was also appointed as a deputy chief executive officer and chief financial officer of Industrial Securities (Hong Kong) Financial Holdings Limited and a supervisor of Industrial Securities Consultancy Service (Shenzhen) Company Limited* on 19 March 2019 and 23 October 2020, respectively, which are the controlling shareholder of the Company (as defined in the Listing Rules). Currently, she is a director of Intelligent Capital Company Limited and manager of Artland International Company Limited LLC and 118 East 59th Street Realty LLC. Ms. Zhang has over 13 years of experience in financial services industry.

From July 2008 to September 2013, Ms. Zhang served as the manager of information management and analysis department of the integrated business planning department of planning and finance department of Industrial Securities. From October 2013 to April 2015, Ms. Zhang served as the manager and senior manager of tax planning and accounting internal control department of finance department of Industrial Securities. From May 2015 to May 2017, Ms. Zhang served as the manager and senior manager of financial management and analysis department financial management division of finance department of Industrial Securities. From May 2017 to December 2017, Ms. Zhang served as the assistant general manager of finance department and manager of financial management analysis department. From January 2018 to October 2018, Ms. Zhang served as the director of planning and analysis department of planning and finance department of Industrial Securities. From October 2018 to March 2019, Ms. Zhang served as the assistant general manager of planning and finance department and the director of planning and analysis department of Industrial Securities.

Ms. Zhang obtained a master's degree in accounting from Shanghai University of Finance and Economics in July 2008. She is also a certified public accountant and intermediate accountant of the PRC.

Ms. Zhang has entered into a service contract with the Company for a term of three years commencing from 2 August 2019, subject to the provisions of retirement by rotation and re-election in accordance with the articles of association of the Company. Ms. Zhang is entitled to receive monthly remuneration of HK\$171,000 and discretionary bonus. Such remuneration will be determined annually by the remuneration committee of the Company by reference to her relevant experience, responsibilities, workload and time devoted to the Group and performance of the Group.

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

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Qin Shuo

Mr. Qin Shuo ("Mr. Qin"), aged 53, was appointed as an independent non-executive Director on 27 July 2016 and a member of remuneration committee and nomination committee under the Board on 30 September 2016. Mr. Qin was the chief editor of China Business News (第一財經日報), from June 2004 to October 2015 and was an independent director of Shenzhen Bosun Institute of Management Science Co. Ltd (深圳市博商管理科學研究院股份有限公司), a consulting company trading on the National Equities Exchange and Quotations system in the PRC. Currently, Mr. Qin is a director of Guangzhou Microdream Media Co., Ltd. (廣州市匯志文化傳播股份有限公司), and an independent director of Oppein Home Group Inc. (歐派家居集團股份有限公司), whose shares are listing on The Shanghai Stock Exchange (stock code: 603833.SS).

Mr. Qin graduated with a bachelor's degree in journalism from Fudan University, the PRC in July 1990, a master's degree in public administration from California State University (Northridge), the United States, in June 2001 and further obtained his doctor in business administration from Sun Yat-sen University, the PRC, in June 2009.

Mr. Qin has entered into a service contract with the Company for a term of three years commencing from 27 July 2019, subject to the provisions of retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Qin is entitled to receive remuneration of HK\$220,000 per annum. Such remuneration will be determined annually by the remuneration committee of the Company by reference to his relevant experience, responsibilities, workload and time devoted to the Group and performance of the Group.

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

NOTICE OF ANNUAL GENERAL MEETING



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 Friday, 6 May 2022 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 2021 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. Li Baochen as an executive Director;
 - (B) To re-elect Ms. Zhang Chunjuan as an executive Director;
 - (C) To re-elect Mr. Qin Shuo as an independent non-executive Director; and
 - (D) To authorise the Board to fix the Directors’ remuneration.
3. 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:

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

4. (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 as at the date of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (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;

NOTICE OF ANNUAL GENERAL MEETING

(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 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 4(A) and 4(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 4(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 4(B) as set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

5. “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 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 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

Huang Yilin

Chairman

Hong Kong, 1 April 2022

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any Shareholder entitled to attend and vote at the AGM convened by the 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 of the Company.
2. A form of proxy for use in connection with the AGM is enclosed. If you are not able to attend and vote via the Tricor e-Meeting System at the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting via the Tricor e-Meeting System at the AGM or its any adjournment should he/she/it so wish.
3. In order to be valid, the form of proxy 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 in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before (i.e. 3:00 p.m. on Wednesday, 4 May 2022) the time appointed for holding the AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting via the Tricor e-Meeting System at the AGM or its any adjournment should he/she/it so wish.
4. 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.
5. For the purpose of determining shareholders' eligibility to attend and vote via the Tricor e-Meeting System at the AGM, the transfer books and register of members of the Company will be closed from Tuesday, 3 May 2022 to Friday, 6 May 2022, 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 in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 29 April 2022.
6. In view of the current COVID-19 situation in Hong Kong, the Company will conduct the AGM by way of electronic means. Shareholders who wishes to attend and vote at the AGM may (i) attend the AGM via the Tricor e-Meeting System which enables live streaming and interactive platform for questions-and-answers and submission of their votes online; or (ii) appoint the chairman of the Virtual AGM or other persons as their proxies to vote on their behalf via the Tricor e-Meeting System. Each registered Shareholder's personalized login and access code will be sent to him or her under separate letter.

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.
7. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 3:00 p.m. on Friday, 6 May 2022, the AGM will be postponed and further announcement for details of alternative meeting arrangements will be made. The AGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the AGM under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.