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**信達國際控股有限公司**  
**CINDA INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 111)**

## **DISCLOSEABLE TRANSACTION – ACQUISITION OF NOTES**

### **THE ACQUISITION**

On 10 August 2023, the Company has acquired a principal amount of US\$1 million (equivalent to approximately HK\$7.8 million) of the 6.5% Notes on the open market at a consideration of approximately US\$1 million (equivalent to approximately HK\$7.8 million).

### **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition (on an aggregate basis with Previous Acquisition which was conducted within 12 months of the Acquisition, where applicable) exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

### **THE ACQUISITION**

On 10 August 2023, the Company has acquired a principal amount of US\$1 million (equivalent to approximately HK\$7.8 million) of the 6.5% Notes on the open market at a consideration of approximately US\$1 million (equivalent to approximately HK\$7.8 million).

The 4% Notes were issued by Issuer No.1. The 6.5% Notes were issued by Issuer No.2 and were unconditionally and irrevocably guaranteed by the Guarantor. Information of each of the Issuers and the Guarantor are stated in the section headed "INFORMATION OF THE ISSUERS AND THE GUARANTOR" of this announcement. The 4% Notes were listed and traded on the Stock Exchange and MOX since 15 March 2022. The 6.5% Notes were listed and traded on the Stock Exchange since 5 December 2022.

As the Acquisition was made through the Company's securities broker (which is and whose beneficial owners are Independent Third Parties) and conducted on the open market, the identities of the sellers of the Notes cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the sellers of the Notes and their respective beneficial owners are Independent Third Parties.

The Acquisition was funded partly from the Company's internal resources and partly from credit facilities available to the Company. The Notes will be accounted for as investments in the accounts of the Company.

## **INFORMATION OF THE ISSUERS AND THE GUARANTOR**

According to the public information available to the Directors, Issuer No.1 is a state-owned company incorporated in the PRC, and whose shares are listed on the Shanghai Stock Exchange (stock code: 601162). Its principal activities cover a wide range of financial products and services, and investment management and trading capabilities. Issuer No.2 was incorporated in British Virgin Islands with limited liability and is a direct wholly-owned subsidiary of the Guarantor.

The Guarantor was incorporated in Hong Kong with limited liability, and is a direct wholly-owned subsidiary of Issuer No.1. Its principal activities are advising on securities, futures contracts and asset management.

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Issuers of the Notes and their respective ultimate beneficial owners are Independent Third Parties.

## **INFORMATION OF THE GROUP**

The Group is principally engaged in the provision of asset management, corporate finance advisory services, securities brokering, and commodities and futures brokering.

## **REASONS AND BENEFITS FOR THE ACQUISITION**

The Company acquired the Notes for investment purpose. The Directors consider that the Acquisition provides the Group with an opportunity to balance and diversify its investment portfolio, as well as to generate a stable return to the Group. The Acquisition also supports the development of the Group's structural finance business and is in line with the Group's growth strategy. The Directors consider that the Acquisition is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition (on an aggregate basis with Previous Acquisition which was conducted within 12 months of the Acquisition, where applicable) exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

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

“Acquisition”	the acquisition of the 6.5% Notes by the Company on the open market on 10 August 2023
“Board”	the board of Directors
“4% Notes”	4% notes due on 15 March 2024 issued by Issuer No.1, information of which is stated in the section headed “INFORMATION OF THE ISSUERS AND THE GUARANTOR” of this announcement
“6.5% Notes”	6.5% guaranteed notes due on 5 June 2024 issued by Issuer No.2, information of which is stated in the section headed “INFORMATION OF THE ISSUERS AND THE GUARANTOR” of this announcement
“Company”	Cinda International Holdings Limited, a company incorporated in Bermuda with limited liability, whose issued shares are listed on the Main Board of the Stock Exchange (stock code: 111)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantor”	TF International Securities Group Limited, information of which is stated in the section headed “INFORMATION OF THE ISSUERS AND THE GUARANTOR” in this announcement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons
“Issuers”	Issuer No.1 and Issuer No.2
“Issuer No.1”	Tianfeng Securities Co., Ltd., information of which is stated in the section headed “INFORMATION OF THE ISSUERS AND THE GUARANTOR” in this announcement
“Issuer No.2”	TFI Overseas Investment Limited, information of which is stated in the section headed “INFORMATION OF THE ISSUERS AND THE GUARANTOR” in this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOX”	Chongwa (Macao) Financial Asset Exchange Co., Ltd.
“Notes”	The 4% Notes and 6.5% Notes
“Previous Acquisition”	the acquisition of a principal amount of US\$1 million 4% Notes by the Company at a consideration of approximately US\$0.99 million on 20 July 2023
“PRC”	the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Shareholder(s)”	holder(s) of the issued shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

By order of the Board  
**Cinda International Holdings Limited**  
**Lau Mun Chung**  
*Executive Director*

Hong Kong, 10 August 2023

