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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 – DISPOSALS OF NOTES**

### **THE DISPOSALS**

The Board announces that up to 30 August 2023, the Company has disposed of the Notes in an aggregate principal amount of US\$2 million (equivalent to approximately HK\$15.6 million) at a total consideration of approximately US\$1.98 million (equivalent to approximately HK\$15.4 million) on the open market.

### **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Disposals (on an aggregate basis) exceeds 5% but is less than 25%, the Disposals constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

### **THE DISPOSALS**

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As the Disposals were made through the Company's securities brokers (which are and whose respective beneficial owners are Independent Third Parties) and conducted on the open market, the identities of the purchasers of the Notes cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, none of the connected persons of the Company nor their associates has purchased the Notes which were being disposed of by the Company under the Disposals.

## **Assets disposed of**

The subject matter of the Disposals were the Notes in an aggregate principal amount of US\$2 million (equivalent to approximately HK\$15.6 million) held by the Company. The Notes were acquired by the Company and held for investment purpose.

According to the public information available to the Directors, 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. 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.

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.

## **Consideration**

The consideration of the Disposals is based on the trading price of the Notes on the open market. The Company has disposed of the Notes in an aggregate principal amount of US\$2 million (equivalent to approximately HK\$15.6 million) at a total consideration of approximately US\$1.98 million (equivalent to approximately HK\$15.4 million).

## **REASONS FOR AND BENEFITS OF THE DISPOSALS**

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

The Company acquired the Notes for investment purpose. Considering the recent performance of the price of the Notes, the Board is of the opinion that the Disposals represent a good opportunity for the Group to exit the investment in the Notes. Taking into account the financial effect of the Disposals as disclosed in the paragraph headed “Financial Effect of the Disposals” below, the Board is of the view that the Disposals is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **FINANCIAL EFFECT OF THE DISPOSALS**

Taking into account the acquisition cost of the Notes, the proceeds from the Disposals and the interest earned by the Company through its holding, the unaudited loss arising from the Disposals is approximately US\$5,042 (equivalent to approximately HK\$39,328). The actual loss to be recorded by the Company is subject to final audit to be performed by the Company's auditors.

## **INTENDED USE OF PROCEEDS**

The Company intends that the aggregate proceeds of the Disposals of approximately US\$1.98 million (equivalent to approximately HK\$15.4 million) will be applied towards the Group's general working capital. The Company may also apply the proceeds for new investment should any suitable investment opportunities arise.

## **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Disposals (on an aggregate basis) exceeds 5% but is less than 25%, the Disposals constitute a discloseable transaction of the Company and are 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 otherwise indicated in the context, the following terms shall have the meanings set out below:

“4% Notes”	4% notes due on 15 March 2024 issued by Issuer No.1
“6.5% Notes”	6.5% guaranteed notes due on 5 June 2024 issued by Issuer No.2 and were unconditionally and irrevocably guaranteed by the Guarantor
“Board”	the board of Directors
“Company”	Cinda International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 111)
“connected person”	has the meaning ascribed to it under the Listing Rules

“Directors”	the directors of the Company
“Disposals”	the disposals of (1) 4% Notes in a principal amount of US\$1 million (equivalent to approximately HK\$7.8 million) at a consideration of approximately US\$0.99 million (equivalent to approximately HK\$7.7 million) and (2) 6.5% Notes in a principal amount of US\$1 million (equivalent to approximately HK\$7.8 million) at a consideration of approximately US\$0.99 million (equivalent to approximately HK\$7.7 million) by the Company on the open market on 25 August 2023 and 30 August 2023 respectively. The total consideration of the Disposals is approximately US\$1.98 million (equivalent to approximately HK\$15.4 million)
“Guarantor”	TF International Securities Group Limited
“Group”	the Company and its subsidiaries from time to time
“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
“Issuer No.1”	Tianfeng Securities Co., Ltd.
“Issuer No.2”	TFI Overseas Investment Limited
“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
“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

“Shareholders”	holders of the 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*

*In this announcement, amounts in US\$ are translated into HK\$ on the basis of US\$1.00 = HK\$7.8. The conversion rate is for illustration purposes only and should not be taken as a representation that US\$ could actually be converted into HK\$ at such rate or at all.*

Hong Kong, 31 August 2023

As at the date hereof, the Board comprises:

<i>Executive Directors:</i>	Mr. Zhang Yi	<i>(Chairman)</i>
	Mr. Zhang Xunyuan	<i>(Chief Executive Officer)</i>
	Mr. Lau Mun Chung	<i>(Deputy Chief Executive Officer)</i>
<i>Independent non-executive Directors:</i>	Mr. Xia Zhidong	
	Mr. Liu Xiaofeng	
	Mr. Zheng Minggao	

*Website: <http://www.cinda.com.hk>*