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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 – SUBSCRIPTION OF BONDS

THE SUBSCRIPTION

On 3 November 2023 (after trading hours), the Company has subscribed through the Lead Managers to the offer of the Bonds by the Issuer, and such order was confirmed and the Company has been allocated with the Bonds in the total subscription amount of US\$3 million (equivalent to approximately HK\$23.4 million) on 3 November 2023 (after trading hours), at a consideration of US\$3 million (equivalent to approximately HK\$23.4 million), exclusive of transaction costs.

The Bonds was offered by the Issuer pursuant to the Subscription Agreement entered into among the Issuer, the Guarantor, CICL as one of the Lead Managers and other Lead Managers. Under the Subscription Agreement, the Lead Managers, severally and not jointly, agree to subscribe and pay for, or to procure subscribers to subscribe and pay for, the Bonds in the respective principal amounts as set out in the Subscription Agreement.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but all of them are less than 25%, the Subscription constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements but exempt from the Shareholder's approval requirement under Chapter 14 of the Listing Rules.

THE SUBSCRIPTION

The order to subscribe

Date: 3 November 2023

Parties: 1. The Company as subscriber

2. CICL, a direct wholly-owned subsidiary of the Company, as one of the joint lead managers and joint bookrunners, and other Lead Managers to the offer of the Bonds by the Issuer

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Lead Managers (other than CICL) and their respective ultimate beneficial owners are Independent Third Parties.

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

The Subscription Agreement

The Bonds was offered by the Issuer pursuant to the Subscription Agreement entered into among the Issuer, the Guarantor, CICL as one of the Lead Managers and other Lead Managers. Under the Subscription Agreement, the Lead Managers, severally and not jointly, agree to subscribe and pay for, or to procure subscribers to subscribe and pay for, the Bonds in the respective principal amounts as set out in the Subscription Agreement.

Salient terms of the Subscription Agreement are summarised below:

Pursuant to the terms of the Subscription Agreement, the obligations of the Lead Managers to procure subscribers to subscribe and pay for the Bonds are conditional upon the compliance with the conditions set out therein, which include, among other things, (i) the execution and delivery of the Transaction Documents (other than the Subscription Agreement) on or prior to the Closing Date by the respective parties; and (ii) the Stock Exchange having agreed, subject to any conditions reasonably satisfactory to the Lead Managers, to list the Bonds (or the Lead Managers being reasonably satisfied that such listing will be granted). The Lead Managers may, at their discretion and upon such terms as they think fit, waive compliance with the whole or any part of such conditions (other than condition (i) as mentioned above).

If any of the Lead Managers shall fail to, or indicate that it does not intend to, subscribe and pay for any of the Bonds agreed to be subscribed and paid for by such Lead Manager under the Subscription Agreement (the “**Defaulted Bonds**”), the remaining Lead Managers shall have the right (but not obliged) to purchase all the Defaulted Bonds, and if such non-defaulting Lead Managers do not purchase all the Defaulted Bonds, the Subscription Agreement will terminate without liability to any of the non-defaulting Lead Managers, the Issuer or the Guarantor. Any Defaulted Bonds subscribed shall be subscribed at the price that would have been payable in respect of the Defaulted Bonds by the relevant defaulting Lead Manager. Commissions that would be payable in respect of the Defaulted Bonds to a defaulting Lead Manager shall instead be paid pro rata to the non-defaulting Lead Managers subscribing the Defaulted Bonds.

The Issuer (failing whom the Guarantor) agrees to pay, and the Guarantor shall procure the Issuer to pay, to each Lead Manager a management commission as set out in a fee letter separately entered into with each Lead Manager within 7 Business Days after the Closing Date. In this connection, CICL will receive a management commission under such fee letter as well as a service fee pursuant to the service agreement entered into with the Issuer, which are determined between the parties on an arm’s length basis with reference to the prevailing market rate.

Principal terms of the Bonds

Issuer:	Rowen International Co., Limited
Guarantor:	Weihai Wendeng District Bluesea Investment & Development Co., Ltd
Aggregate principal amount:	US\$98 million
Total subscription amount by the Company:	US\$3 million (equivalent to approximately HK\$23.4 million)
Guarantee:	The Guarantor will unconditionally and irrevocably guarantee the due payment of all sums expressed to be payable by the Issuer under the Trust Deed and the Bonds. Its obligations in that respect are contained in the Deed of Guarantee.
Issue price:	100% of the principal amount of the Bonds

Form and specified denomination:	The Bonds will be issued in registered form in the specified denomination of US\$200,000 and integral multiples of US\$1,000 in excess thereof.
Interest:	The Bonds will bear interest on their outstanding principal amount from and including 6 November 2023 at the rate of 8.5% per annum, payable in arrear on 4 November 2024.
Issue date:	6 November 2023
Maturity date:	4 November 2024
Status of the Bonds:	The Bonds will constitute direct, unsubordinated, unconditional and (subject to the Conditions) unsecured obligations of the Issuer and shall at all times rank pari passu and without any preference among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable legislation and subject to the Conditions, at all times rank at least equally with all the Issuer's other present and future unsecured and unsubordinated obligations.
Final redemption:	Unless previously redeemed, or purchased and cancelled, the Bonds will be redeemed at their principal amount on the Maturity Date.
Redemption for taxation reasons:	The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice in accordance with the Conditions to the Bondholders (which notice shall be irrevocable) and in writing to the Trustee and the Principal Paying Agent, at their principal amount, together with any interest accrued to, but excluding, the date fixed for redemption in the event of certain changes affecting taxes of Hong Kong or the PRC, as further described in the Conditions.

Redemption for Relevant Events:	At any time following the occurrence of a change of control (as defined in the Conditions) or a no registration event (as defined in the Conditions) (each a “ Relevant Event ”), any Bondholder will have the right, at such Bondholder’s option, to require the Issuer to redeem all but not some only of that Bondholder’s Bonds on the put settlement date (as defined in the Conditions) at 101% (in the case of a redemption for a change of control) or 100% (in the case of a redemption for a no registration event) of their principal amount, together with any interest accrued up to but excluding such put settlement date.
Future issues:	The Issuer may from time to time without the consent of the Bondholders create and issue further bonds having the same terms and conditions as the Bonds in all respects.
Listing:	Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonds on the Stock Exchange by way of debt issues to Professional Investors only.
Ratings:	The Guarantor has been assigned with a rating of “BBB-” with “Stable outlook” by Lianhe Ratings Global Limited in April 2023 and the Bonds will not be rated.

INFORMATION OF THE ISSUER AND THE GUARANTOR

According to the offering circular of the Bonds issued by the Issuer (the “**Offering Circular**”), the Issuer was incorporated in Hong Kong with limited liability and is a direct wholly-owned subsidiary of the Guarantor, a state-owned company which is in turn wholly-owned by the Wendeng SASC. The Wendeng SASC is a government institution controlled and managed by the People’s Government of the Wendeng District of the Shandong Province of the PRC. Pursuant to the Offering Circular, the Issuer has not been engaged, since its incorporation, in any material activities other than those in connection with the Bonds and its existing US\$91 million 7.50% guaranteed bonds, while the Issuer’s group is engaged in leasing business, surveying and mapping business and other businesses.

As disclosed in the Offering Circular, the Guarantor is the largest state-owned enterprise by asset size and a dominant development, construction and operation entity that focuses on project construction and sale of goods in the Wendeng District of the Shandong Province of the PRC. As a state-owned company directly and wholly-owned by the Wendeng SASC, the Guarantor plays a key role in promoting the social, economic and urban development of the Wendeng District of the Shandong Province of the PRC and is designated to carry out the Wendeng SASC's directions, plans and policies for municipal development in the Wendeng District of the Shandong Province of the PRC.

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 Issuer and its ultimate beneficial owners (including but not limited to the Guarantor) are Independent Third Parties.

INFORMATION OF THE GROUP AND CICL

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

CICL, a direct wholly-owned subsidiary of the Company, is a licensed corporation to carry out business in Type 1 (Dealing in Securities) and Type 6 (Advising on Corporate Finance) regulated activities under the SFO. CICL is principally engaged in the provision of corporate finance services.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Group subscribed for the Bonds for investment purpose. The Directors consider that the Subscription provides the Group with an opportunity to balance and diversify its investment portfolio, increases the Group's experience on urban investment bonds and influence in the Shandong region of the PRC, as well as enables the Group to generate stable return. The Subscription 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 terms of the Subscription, the Subscription Agreement and the Conditions (including but not limited to the management commission and the service fee to which CICL is entitled) are on normal commercial terms which are fair and reasonable and the Subscription is in the 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 Subscription exceeds 5% but all of them are less than 25%, the Subscription constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements but exempt from the Shareholder's approval requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Agency Agreement”	the agency agreement to be entered into among the Issuer, the Guarantor, the Trustee, the Principal Payment Agent (in the capacity as the principal paying agent, the transfer agent and the registrar) and any other agents named therein
“Board”	the board of Directors
“Bondholder(s)”	the person(s) who is or are for the time being the holder(s) of the Bonds
“Bonds”	8.5% guaranteed bonds in the aggregate principal amount of US\$98 million due 2024
Business Day(s)	a day, other than a Saturday or Sunday or public holiday, on which banks are open for business in Hong Kong
“CICL”	Cinda International Capital Limited, a direct wholly-owned subsidiary of the Company and a licensed corporation to carry out business in Type 1 (Dealing in Securities) and Type 6 (Advising on Corporate Finance) regulated activities under the SFO
“Closing Date”	6 November 2023, or such later date, not being later than 14 days after the proposed issue date, as the Issuer, the Guarantor and the Lead Managers may agree

“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)
“Conditions”	the terms and conditions of the Bonds
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Deed of Guarantee”	the deed of guarantee to be entered into between the Guarantor and the Trustee
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantor”	Weihai Wendeng District Bluesea Investment & Development Co., Ltd, information of which is stated in the section headed “INFORMATION OF THE ISSUER 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
“Issuer”	Rowen International Co., Limited, information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in this announcement
“Lead Managers”	CICL and other joint lead managers as named in the Subscription Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Maturity Date”	4 November 2024
“Principal Paying Agent”	Bank of Communications Co., Ltd. Hong Kong Branch
“Professional Investors”	has the meaning as defined under the SFO
“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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), including its amendments from time to time
“Shareholder(s)”	holder(s) of the issued shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Bonds by the Company through the Lead Managers in the total subscription amount of US\$3 million (equivalent to approximately HK\$23.4 million)
“Subscription Agreement”	the subscription agreement dated 3 November 2023 entered into among the Issuer, the Guarantor, CICL as one of the Lead Managers and other Lead Managers in relation to the Bonds
“Transaction Documents”	collectively, the Subscription Agreement, the Trust Deed, the Agency Agreement and the Deed of Guarantee
“Trustee”	Bank of Communications Trustee Limited
“Trust Deed”	the trust deed to be entered into among the Issuer, the Guarantor and the Trustee
“US\$”	United States dollars, the lawful currency of the United States of America

