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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 ISSUE OF GUARANTEED BONDS

The Company proposes to conduct an international offering of the Bonds, to be unconditionally and irrevocably guaranteed by the Guarantor.

The net proceeds from the Bonds Issue are intended to be used by the Company for general corporate purposes.

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.

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 (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong), only.

As no binding agreement in relation to the Bonds Issue has been entered into as at the date of this announcement, the Bonds Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Bonds Issue will be made by the Company should the Subscription Agreement be signed.

THE PROPOSED BONDS ISSUE

Introduction

The Company proposes to conduct an international offering of the Bonds, to be unconditionally and irrevocably guaranteed by the Guarantor.

The pricing of the Bonds, including the aggregate principal amount, the Issue Price and the interest rate, will be determined through a book building exercise to be conducted by the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers. Upon finalising the terms of the Bonds, it is expected that the Company, the Guarantor and the Joint Lead Managers will enter into the Subscription Agreement.

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.

The Company and reasons for the Bonds Issue

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

The net proceeds from the Bonds Issue are intended to be used by the Company for general corporate purposes.

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 (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong), only.

GENERAL

As no binding agreement in relation to the Bonds Issue has been entered into as at the date of this announcement, the Bonds Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Bonds Issue will be made by the Company should the Subscription Agreement be signed.

DEFINITIONS

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

“Board”	the board of Directors;
“Bonds”	the USD denominated guaranteed bonds to be issued by the Company unconditionally and irrevocably guaranteed by the Guarantor, subject to the terms and conditions of the Subscription Agreement;
“Bonds Issue”	the proposed issue of the Bonds by the Company;
“Company”	China Industrial Securities International Financial Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Directors”	the directors of the Company;
“Guarantor”	China Industrial Securities International Brokerage Limited, wholly-owned subsidiary of the Company;

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Price”	the final price at which the Bonds will be issued;
“Joint Bookrunners” and “Joint Lead Managers”	China Industrial Securities International Brokerage Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, Zhongtai International Securities Limited, Industrial Bank Co., Ltd. Hong Kong Branch and Orient Securities (Hong Kong) Limited;
“Joint Global Coordinators”	China Industrial Securities International Brokerage Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch and Zhongtai International Securities Limited;
“Regulation S”	Regulation S under the U.S. Securities Act;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Agreement”	the agreement proposed to be entered into by and among the Company, the Guarantor, the Joint Bookrunners and Joint Lead Managers in relation to the Bonds Issue;
“USD”	United States dollar; the lawful currency of the United States of America; and
“U.S. Securities Act”	the United States Securities Act of 1933, as amended.

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

Hong Kong, 26 August 2019

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