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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 ASSET-BACKED SECURITIES

THE SUBSCRIPTION AGREEMENT

On 10 July 2024 (after trading hours), Cinda International (Shanghai), a direct wholly-owned subsidiary of the Company, entered into the Subscription Agreement with Cinda Securities, pursuant to which, Cinda International (Shanghai) shall subscribe for the Preferred Class I Securities and the Preferred Class II Securities at the total subscription amount of RMB30 million (equivalent to approximately HK\$33 million), excluding transaction costs.

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.

On 10 July 2024 (after trading hours), Cinda International (Shanghai), a direct wholly-owned subsidiary of the Company, entered into the Subscription Agreement with Cinda Securities, pursuant to which, Cinda International (Shanghai) shall subscribe for the Preferred Class I Securities and the Preferred Class II Securities.

THE SUBSCRIPTION AGREEMENT

Date: 10 July 2024

Parties:

1. Cinda International (Shanghai) as subscriber
2. Cinda Securities as the manager of the Scheme

Pursuant to the Subscription Agreement, Cinda International (Shanghai), a direct wholly-owned subsidiary of the Company, has agreed to subscribe for the Preferred Class I Securities and the Preferred Class II Securities at the total subscription amount of RMB30 million (equivalent to approximately HK\$33 million), excluding transaction costs.

The Subscription was funded by the Group's internal resources. The Preferred Class I Securities and the Preferred Class II Securities will be accounted for as investments in the accounts of the Group.

Pursuant to the Subscription Agreement, no fee shall be payable by Cinda International (Shanghai) to Cinda Securities.

Principal terms of the Scheme

Issuer:	Dazhou City Public Transport Co., Ltd.* (達州市公共交通有限公司) as issuer of the Scheme
Guarantor:	Chengdu Small & Medium Enterprises Credit Assurance Co., Ltd.* (成都中小企業融資擔保有限責任公司) as guarantor to irrevocably guarantee the subscription amount and return to holders of preferred class of asset-backed securities under the Scheme
Issuance size:	The Scheme is managed by Cinda Securities, with a total issuance size of RMB483.5 million, which is divided into preferred class of asset-backed securities and subordinated class of asset-backed securities. Amongst them, (i) the Preferred Class I Securities has an issuance size of RMB53.5 million; (ii) the Preferred Class II Securities has an issuance size of RMB60 million; (iii) the Preferred Class III Securities has an issuance size of RMB66 million; (iv) the Preferred Class IV Securities has an issuance size of RMB60 million; (v) the Preferred Class V Securities has an issuance size of RMB64.5 million; (vi) the Preferred Class VI Securities has an issuance size of RMB70 million; (vii) the Preferred Class VII Securities has an issuance size of RMB76 million; and (viii) the subordinated class of asset-backed securities has an issuance size of RMB33.5 million. Each class of asset-backed securities are issued at a face value of RMB100 per unit.
Issue date:	9 July 2024

Maturity date:	Class of Securities issued under the Scheme	Maturity Date
	Preferred Class I Securities	12 July 2025
	Preferred Class II Securities	12 July 2026
	Preferred Class III Securities	12 July 2027
	Preferred Class IV Securities	12 July 2028
	Preferred Class V Securities	12 July 2029
	Preferred Class VI Securities	12 July 2030
	Preferred Class VII Securities	12 July 2031
	Subordinated class of asset-backed securities	12 July 2031
Credit rating:	<ul style="list-style-type: none"> – Preferred class of asset-backed securities: “AAAsf” from CSCI Pengyuan Credit Rating Co., Ltd.* (中證鵬元資信評估股份有限公司), an independent rating agency in the PRC – Subordinated class of asset-backed securities: Nil 	
Interest:	Class of Securities issued under the Scheme	Interest rate (per annum), payable quarterly
	Preferred Class I Securities	4.10%
	Preferred Class II Securities	4.35%
	Preferred Class III Securities	4.75%
	Preferred Class IV Securities	4.75%
	Preferred Class V Securities	4.75%
	Preferred Class VI Securities	4.75%
	Preferred Class VII Securities	4.75%
	Subordinated class of asset-backed securities	–
Subscription amount by Cinda International (Shanghai):	<ul style="list-style-type: none"> – Preferred Class I Securities: RMB20 million (representing approximately 4.14% of the total principal amount of asset-backed securities issued under the Scheme) – Preferred Class II Securities: RMB10 million (representing approximately 2.07% of the total principal amount of asset-backed securities issued under the Scheme) 	

Listing: The manager of the Scheme will apply to the SSE for the listing and trading of the Scheme.

INFORMATION ON THE ISSUER AND THE GUARANTOR OF THE SCHEME

According to the prospectus of the Scheme issued by the Issuer, the Issuer is a state-owned enterprise incorporated in the PRC, and is directly wholly-owned by the State-owned Assets Supervision and Administration Commission of Dazhou Municipal Government (達州市國有資產監督管理委員會). The Issuer is the only bus operator in the main urban area of Dazhou City, Sichuan Province, the PRC, with its main business being bus passenger transportation.

The Guarantor was incorporated in the PRC with limited liability and a state-owned professional guarantee institution approved by the People's Government of Chengdu Municipality. As at the date of this announcement, the Guarantor is owned as to 86.36% by Chengdu Industrial and Financial Services Holding Group Co., Ltd.* (成都產融服務控股集團有限公司) and two other shareholders, which are all state-owned companies. Chengdu Industrial and Financial Services Holdings Group Co., Ltd.* (成都產融服務控股集團有限公司) is indirectly owned by State-owned Assets Supervision and Administration Commission of Chengdu Municipal Government (成都市國有資產監督管理委員會) and Sichuan Provincial Finance Department (四川省財政廳).

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, the Guarantor and their respective ultimate beneficial owners are Independent Third Parties.

INFORMATION ON THE GROUP, CINDA INTERNATIONAL (SHANGHAI) AND CINDA SECURITIES

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

Cinda International (Shanghai), a direct wholly-owned subsidiary of the Company, is principally engaged in initiating the establishment of various partnership enterprises and managing their investment business in the PRC.

Cinda Securities is a joint stock limited company incorporated in the PRC and an indirect controlling shareholder of the Company, with its shares listed on the SSE (stock code: 601059). As at the date of this announcement, Cinda Securities is a 78.67% non-wholly owned subsidiary of China Cinda Asset Management Co., Ltd., a company incorporated in the PRC with limited liability and the H shares of which are listed on the Main Board of the Stock Exchange (stock code: 1359). It is principally engaged in securities brokerage, securities investment consulting, financial consulting relating to securities trade and securities investment, securities underwriting and sponsorship, proprietary trading of securities, securities asset management, margin trading and securities lending, proxy sale of financial products, securities investment funds sales business, intermediary business for futures companies and other businesses approved by the China Securities Regulatory Commission.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Scheme is backed by the underlying assets which are receivables of bus fares to be collected by the Issuer throughout the term of the Scheme. The Group subscribed for the Preferred Class I Securities and the Preferred Class II Securities 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 trading experience on asset-backed securities, as well as enables the Group to generate investment 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 and the Subscription Agreement 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.

None of the Directors had a material interest in the Subscription and no Director was required to abstain from voting on the Board resolution approving the Subscription Agreement and the transactions contemplated thereunder under the Listing Rules.

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:

“Board”	the board of Directors
“Cinda International (Shanghai)”	Cinda International (Shanghai) Investment Consulting Co., Ltd.* (信達國際(上海)投資諮詢有限公司), is a direct wholly-owned subsidiary of the Company
“Cinda Securities”	Cinda Securities Co., Ltd., a joint stock company incorporated in the PRC with limited liability and the shares of which are listed on the Shanghai Stock Exchange (stock code: 601059)
“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)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantor”	Chengdu Small & Medium Enterprises Credit Assurance Co., Ltd.* (成都中小企業融資擔保有限責任公司), a joint stock company incorporated in the PRC with limited liability
“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”	Dazhou City Public Transport Co., Ltd.* (達州市公共交通有限公司), a company incorporated in the PRC with limited liability
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macao”	the Macao Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, Macao and Taiwan
“Preferred Class I Securities”	4.1% preferred Class I asset-backed securities issued under the Scheme
“Preferred Class II Securities”	4.35% preferred Class II asset-backed securities issued under the Scheme
“Preferred Class III Securities”	4.75% preferred Class III asset-backed securities issued under the Scheme
“Preferred Class IV Securities”	4.75% preferred Class IV asset-backed securities issued under the Scheme
“Preferred Class V Securities”	4.75% preferred Class V asset-backed securities issued under the Scheme
“Preferred Class VI Securities”	4.75% preferred Class VI asset-backed securities issued under the Scheme
“Preferred Class VII Securities”	4.75% preferred Class VII asset-backed securities issued under the Scheme
“RMB”	Renminbi, the lawful currency of the PRC
“Scheme”	Cinda – Dazhou Public Transport Bus Fare Special Scheme, comprising the issuance of the preferred class of asset-backed securities and the subordinated class of asset-backed securities issued by the Issuer and managed by Cinda Securities
“Shareholder(s)”	holder(s) of the issued shares of the Company

“SSE”	Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 10 July 2024 entered into between Cinda International (Shanghai) as subscriber and Cinda Securities as manager of the Scheme in relation to the Subscription
“Subscription”	the subscription of the Preferred Class I Securities and Preferred Class II Securities by Cinda International (Shanghai) through Cinda Securities in the total subscription amount of RMB30 million (equivalent to approximately HK\$33 million)
“%”	per cent.

* *English name of the entities are transliteration of their Chinese names for reference only and shall not be regarded as their formal names.*

By Order of the Board
Cinda International Holdings Limited
Zhang Xunyuan
Executive Director and Chief Executive Officer

Hong Kong, 11 July 2024

In this announcement, amounts denominated in RMB are translated into HK\$ on the basis of RMB1.00 = HK\$1.10. The conversion rate is for illustration purposes only and should not be taken as a representation that RMB have been, could have been or could actually be converted into HK\$ at such rate or at all.

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>
	Ms. Yan Qizhong	<i>(Chief Financial Officer)</i>

<i>Independent Non-executive Directors:</i>	Mr. Xia Zhidong
	Mr. Liu Xiaofeng
	Mr. Zheng Minggao

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