

(Form 10)

Issuer Filing Information

CSI MTN Limited

ISSUER FILING INFORMATION

Type of Information:	Issuer Filing Information
Date of Submission (DD/MM/YY)	24/06/2024
Issuer Name:	CSI MTN Limited
Name and Title of Representative:	ZHENG Ying, Director
Address of Head Office:	18/F, One Pacific Place, 88 Queensway, Hong Kong
Telephone:	+852 2600 8118
Contact Person:	Camellia Feng
Matters related to Financial Instruments Exchange Market, etc.:	(i) major financial indicators, (ii) businesses, (iii) affiliate companies and (iv) financial statements

Address of Website for Announcement:

Notes to Investors:

1. TOKYO PRO-BOND Market is a market for specified investors, etc. Bonds listed on the market ("Listed Bonds") may involve high investment risk. Investors should be aware of the listing eligibility and timely disclosure requirements that apply to issuers of Listed Bonds on the TOKYO PRO-BOND Market and associated risks such as the fluctuation of market prices and shall bear responsibility for their investments. Prospective investors should make investment decisions only after having carefully considered the contents of this Issuer Filing Information.
2. Where this Issuer Filing Information contains (a) any false statement on important matters, or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content, a person who, at the time of announcement of this Issuer Filing Information, is an officer (meaning an officer stipulated in Article 21, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (the "Act") (a director of the board (*torishimari-yaku*), accounting advisor (*kaikai-sanyo*), company auditor (*kansa-yaku*) or executive officer (*shikkou-yaku*), or a person equivalent to any of these) of the issuer that announced this Issuer Filing Information shall be liable to compensate persons who acquired the securities for any damage or loss arising from the false statement or lack of information in accordance with Article 22 of the Act applied mutatis mutandis in Article 27-34 of the Act). However, this shall not apply to cases where the person who acquired the securities was aware of the existence of the false statement or the lack of information at the time of subscription for acquisition of the securities. Additionally, the officer shall not be required to assume the liability prescribed above, where he/she proves that he /she was not aware of, and was unable to obtain knowledge of, even with reasonable care, the existence of the false statement or the lack of information.
3. The regulatory framework for TOKYO PRO-BOND Market is different in fundamental aspects from the regulatory framework applicable to other exchange markets in Japan. Investors should be aware of the rules and regulations of the TOKYO PRO-BOND Market, which are available on the Tokyo Stock Exchange website.
4. Tokyo Stock Exchange does not express opinions or issues guarantees regarding the content of the Issuer Filing Information (including, but not limited to, whether the Issuer Filing Information contains (a) a false statement or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content) and shall not be liable for any damage or loss including that described above.

PART I: CORPORATE INFORMATION

I. OUTLINE OF COMPANY

I-1 Trends of Key Management Indicators, etc.

The main business of CSI MTN Limited (the “Issuer”) is related to debt issuances under its MTN Programme. There have been three public debt issuances under the issuer’s MTN programme since the setup of the company:

Issue Date	Maturity Date	Currency	Amount
21-Apr-2022	21-Apr-2025	USD	300,000,000.00
13-Jul-2023	13-Jul-2026	CNY	2,500,000,000.00
25-Jan-2024	25-Jan-2027	JPY	14,700,000,000.00

I-2 Contents of Business

The Issuer has not engaged, since its incorporation, in any material activities other than those relating to the establishment of the MTN Programme, the issuance of Notes under the MTN Programme, the on-lending of the proceeds of the Notes to the CITIC Securities International Company Limited (the “Guarantor”) or the Guarantor’s subsidiaries and affiliates, and the authorisation of documents and agreements to which it is or will be a party.

I-3 Status of Affiliates

The Issuer is fully owned by the Guarantor indirectly through another wholly-owned subsidiary. The Guarantor is a company incorporated in Hong Kong with limited liability.

II. FINANCIAL CONDITION

Consolidated Financial Statements, etc.

CSI MTN Limited (the “Issuer”) is a BVI company that has not engaged in any material activities other than those relating to the issuance of Notes under the MTN programme guaranteed by CITIC Securities International Company Limited (the “Guarantor”). The Issuer does not prepare any financial statements, and has previously obtained a waiver from the Exchange in relation to providing its financial statements.

The Guarantor’s financial statements are as below.

(1) Consolidated Financial Statements

(i) Consolidated Balance Sheet

Consolidated statement of financial position at 31 December 2023

	Notes	2023 US\$'000	2022 US\$'000
ASSETS			
Non-current assets			
Property, plant and equipment	15	37,246	29,111
Right-of-use assets	16	85,621	85,624
Investment properties	17	22,741	26,976
Intangible assets	14(a)	4,427	14,104
Goodwill	14(b)	73,351	73,351
Investments in joint ventures	18	2,411	1,415
Investments in associates	19	173,177	234,846
Financial assets at fair value through profit or loss	22	115,563	61,263
Financial assets at fair value through other comprehensive income	21	12,421	18,970
Deferred tax assets	32	51,933	45,671
Other assets		37,800	43,193
		<u>616,691</u>	<u>634,524</u>
Current assets			
Intangible assets	14	-	271
Financial assets at fair value through profit or loss	22	20,883,597	16,578,092
Financial assets at fair value through other comprehensive income	21	198,827	214,418
Derivative financial instruments	23	1,984,916	2,421,920
Amounts due from clients, brokers and clearing houses	24	7,222,546	7,191,733
Reverse repurchase agreements	29	75,960	104,073
Tax recoverable		21,197	96,036
Cash collateral advanced for securities borrowing		971,678	825,939
Other debtors, deposits and prepaid expenses		50,302	83,303
Cash held on behalf of customers	26	1,107,406	1,296,252
Cash and bank balances	25	1,562,423	1,493,665
		<u>34,078,852</u>	<u>30,305,702</u>
Total assets		<u><u>34,695,543</u></u>	<u><u>30,940,226</u></u>

Consolidated statement of financial position
at 31 December 2023 (continued)

	Notes	2023 US\$'000	2022 US\$'000
LIABILITIES			
Non-current liabilities			
Financial liabilities at fair value through profit or loss	22	71,151	-
Deferred tax liabilities	32	8,499	5,719
Bonus provision		11,059	12,458
Creditors and other accruals		8,938	9,150
Repurchase agreements	29	229,281	220,779
Lease liabilities	16	69,514	67,607
Long term borrowings from related parties	28	99,354	498,413
Bank borrowings	27	24,143	22,874
Debt instrument issued	36	656,108	299,869
		<u>1,178,047</u>	<u>1,136,869</u>
Current liabilities			
Financial liabilities at fair value through profit or loss	22	10,261,291	8,274,078
Derivative financial instruments	23	1,880,545	1,870,123
Amounts due to clients, brokers and clearing houses	24	11,241,916	9,509,832
Bank borrowings	27	1,073,152	1,377,532
Short term borrowings from related parties	28	610,475	799,995
Repurchase agreements	29	5,342,305	4,796,122
Lease liabilities	16	21,779	22,912
Private placement notes issued to the parent company	35	919,172	1,058,666
Creditors and other accruals		86,571	97,317
Bonus payables		150,307	175,770
Tax payable		83,602	134,959
Short-term financing instruments payable	37	136,408	175,404
		<u>31,807,523</u>	<u>28,292,710</u>
Total liabilities		<u>32,985,570</u>	<u>29,429,579</u>
Net assets		<u>1,709,973</u>	<u>1,510,647</u>

Consolidated statement of financial position
at 31 December 2023 (continued)

	Notes	2023 US\$'000	2022 US\$'000
EQUITY			
Capital and reserves attributable to the Company's equity holders			
Share capital	30	839,059	839,059
Retained earnings		987,668	742,231
Other reserves	31	(137,959)	(123,695)
		<u>1,688,768</u>	<u>1,457,595</u>
Non-controlling interests		<u>21,205</u>	<u>53,052</u>
Total equity		<u>1,709,973</u>	<u>1,510,647</u>

(ii) Consolidated Income Statement and Consolidated Comprehensive Income Statement or Statement of Consolidated Income and Comprehensive Income

Consolidated statement of profit or loss and other comprehensive income
for the year ended 31 December 2023

	Notes	2023 US\$'000	2022 US\$'000
Brokerage commission		302,063	318,310
Research fee income		26,848	31,601
Underwriting and placing commission and Sponsorship income		40,771	61,518
Corporate advisory and asset management fees		31,168	33,189
Net trading income	6	832,033	668,632
Interest income	7	227,705	129,269
Securities borrowing and lending income		58,592	29,064
Other income	8	83,131	142,769
Total operating income		1,602,311	1,414,352
Employee benefits expenses	9	(361,107)	(413,008)
Brokerage commission expenses		(151,069)	(166,218)
Finance costs	10	(495,848)	(350,278)
Securities borrowing and lending expenses		(27,929)	(28,435)
Rebates and introduction fees		(39,087)	(32,779)
Information services and communication expenses		(86,166)	(68,031)
Net settlement charges		(49,439)	(35,380)
Other operating expenses	11	(125,222)	(157,370)
Net impairment losses	3.1(b)(ii)	(22,462)	(10,943)
Total operating expenses		(1,358,329)	(1,262,442)
Operating profit		243,982	151,910
Share of gains of joint ventures	18	1,452	4,104
Share of gains of associates	19	17,280	15,610
Gain on disposal of an associate	19	21,419	-
Profit before tax		284,133	171,624
Tax expense	12	(38,019)	(46,395)
Profit for the year		246,114	125,229

Consolidated statement of profit or loss and other comprehensive income
for the year ended 31 December 2023 (continued)

	Notes	2023 US\$'000	2022 US\$'000
Other comprehensive income			
<i>Items that may be reclassified to profit or loss</i>			
Changes in the fair value of debt instruments at fair value through other comprehensive income, net of tax	21	9,558	(13,572)
Foreign exchange translation differences		(1,182)	(43,273)
Reclassification to profit or loss upon disposal		(13,833)	-
<i>Items that will not be reclassified to profit or loss</i>			
Foreign exchange translation differences	41	(3,614)	4,295
Remeasurements of defined benefit plan obligations, net of tax		(156)	409
Changes in the fair value of equity investments designated at fair value through other comprehensive income, net of tax	21	(4,745)	(344)
Total other comprehensive loss, net of tax		(13,972)	(52,485)
Total comprehensive income for the year		232,142	72,744
Profit/(loss) attributable to:			
Equity holders of the Company		245,127	126,127
Non-controlling interests		987	(898)
		246,114	125,229
Total comprehensive income/(loss) attributable to:			
Equity holders of the Company		231,173	73,988
Non-controlling interests		969	(1,244)
		232,142	72,744

(iii) Consolidated Statement of Changes in Shareholders' Equity

Consolidated statement of changes in equity
for the year ended 31 December 2023

	Attributable to equity shareholders of the Company						Sub-Total US\$'000	Non-controlling Interest US\$'000	Total US\$'000
	Share capital US\$'000	Retained earnings US\$'000	Regulatory reserves US\$'000	Capital and other reserve US\$'000	Revaluation reserve US\$'000	Foreign exchange translation reserve US\$'000			
Balance at 1 January 2023	839,059	742,231	2,796	10,406	(28,516)	(108,381)	1,457,595	53,052	1,510,647
Profit/(loss) for the year	-	245,127	-	-	-	-	245,127	987	246,114
Other comprehensive income/(loss)	-	-	-	(14,030)	4,813	(4,737)	(13,954)	(18)	(13,972)
Total comprehensive income/(loss)	-	245,127	-	(14,030)	4,813	(4,737)	231,173	969	232,142
Transfer between reserves	-	310	(310)	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	(32,816)	(32,816)
Transactions recognised directly in equity	-	310	(310)	-	-	-	-	(32,816)	(32,816)
Balance at 31 December 2023	839,059	987,668	2,486	(3,624)	(23,703)	(113,118)	1,688,768	21,205	1,709,973

Consolidated statement of changes in equity
for the year ended 31 December 2023 (continued)

	Attributable to equity shareholders of the Company						Non-controlling Interest US\$'000	Total US\$'000	
	Share capital US\$'000	Retained Earnings US\$'000	Regulatory reserves US\$'000	Capital and other reserve US\$'000	Revaluation reserve US\$'000	Foreign exchange translation reserve US\$'000			
							Sub-Total US\$'000		
Balance at 1 January 2022	839,059	615,809	3,091	10,156	(14,600)	(69,908)	1,383,607	7,635	1,391,242
Profit/(loss) for the year	-	126,127	-	-	-	-	126,127	(898)	125,229
Other comprehensive income/(loss)	-	-	-	250	(13,916)	(38,473)	(52,139)	(346)	(52,485)
Total comprehensive income/(loss)	-	126,127	-	250	(13,916)	(38,473)	73,988	(1,244)	72,744
Transfer between reserves	-	295	(295)	-	-	-	-	-	-
Dividends provided for or paid	-	-	-	-	-	-	-	(213)	(213)
Others	-	-	-	-	-	-	-	46,874	46,874
Transactions recognised directly in equity	-	295	(295)	-	-	-	-	46,661	46,661
Balance at 31 December 2022	839,059	742,231	2,796	10,406	(28,516)	(108,381)	1,457,595	53,052	1,510,647

(iv) Consolidated Cash Flow Statement

Consolidated statement of cash flows for the year ended 31 December 2023

	<i>Notes</i>	2023 US\$'000	2022 US\$'000
Cash flows from operating activities			
Cash generate from operations	33.1	991,548	36,357
Interest received		232,391	158,568
Interest paid		(460,245)	(371,364)
Taxes paid		(19,439)	(41,460)
Net cash flow generated from/(used in) operating activities		<u>744,255</u>	<u>(217,899)</u>
Cash flows from investing activities			
Purchase of intangible assets		(373)	(715)
Purchase of property, plant and equipment		(20,283)	(17,951)
Proceeds from disposal of property, plant and equipment		15	-
Proceeds from disposal of investment properties		5,358	-
Decrease/(increase) in financial assets at fair value through OCI		12,301	(40,886)
Decrease/(increase) in short-term deposit		8,821	(48,000)
Capital injection in associates		(8,042)	(10,456)
Proceeds from return of capital from associates		9,466	3,279
Proceeds from return of capital from joint ventures		4	8,844
Dividends received from associates		6,184	13,893
Dividends received from joint ventures		454	-
Proceeds from disposal of an associate		78,920	18,070
Net cash inflow in respect of acquisition of subsidiaries		-	29,076
Net cash flow generated from/(used in) investing activities		<u>92,825</u>	<u>(44,846)</u>
Cash flows from financing activities			
Distributions paid to non-controlling shareholders in subsidiaries		-	(213)
Cash inflow from non-controlling shareholders		-	34,706
Lease payments			
- Capital elements	33.3	(23,887)	(26,947)
- Interest elements	33.3	(4,073)	(2,742)
Proceeds from borrowings	33.3	390,897	305,138
Repayments of borrowings	33.3	(999,210)	(1,561,032)
Repayments of private placement notes issued to the parent company	33.3	(138,277)	(193,743)
Proceeds from debt issued	33.3	307,267	472,346
Proceeds from bank borrowings	33.3	429,855	745,370
Repayments of bank borrowings	33.3	(736,637)	(476,366)
Net cash flow used in financing activities		<u>(774,065)</u>	<u>(703,483)</u>

Consolidated statement of cash flows
for the year ended 31 December 2023 (continued)

	<i>Notes</i>	2023 US\$'000	2022 US\$'000
Net increase/(decrease) in cash and cash equivalents		63,015	(966,228)
Cash and cash equivalents at the beginning of the year		1,428,427	2,436,738
Effect of changes in foreign exchange rates		(2,005)	(42,083)
Cash and cash equivalents at the end of the year	33.2	<u>1,489,437</u>	<u>1,428,427</u>

(v) Consolidated Ancillary Statement

N/A

(2) Description of Major Assets and Liabilities

Major assets of the Guarantor include financial assets at fair value through profit or loss, amounts due from clients, brokers and clearing houses, cash and cash equivalence etc., and major liabilities include amounts due to clients, brokers and clearing houses, financial liabilities at fair value through profit or loss, repurchase agreements, and bank borrowings etc.

(3) Other Matters

N/A

PART II: MATTERS RELATED TO OTHER SECURITIES

N/A