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BOCOM INTERNATIONAL HOLDINGS COMPANY LIMITED
交銀國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 3329)

**DISCLOSEABLE TRANSACTION IN RELATION TO
SUBSCRIPTION OF LIMITED PARTNERSHIP INTEREST**

On 28 November 2018, the Company entered into the Subscription Agreement pursuant to which the Company agreed to subscribe for the limited partnership interest in the Partnership with a maximum capital commitment of US\$30 million. In connection with the Subscription Agreement, on 28 November 2018, the Company also entered into the Limited Partnership Agreement in relation to, among others, the operation and management of the Partnership.

As the highest applicable percentage ratio in relation to the Subscription is less than 25% but more than 5%, the Subscription constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

SUBSCRIPTION OF LIMITED PARTNERSHIP INTEREST

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The capital commitment made by the Company was determined after arm's length negotiation between the General Partner and the Company, taking into account various factors including the terms of the Subscription, the investment objectives of the Partnership and the financial position of the Group. The capital commitment to the Partnership will be funded by the Group's internal resources.

PRINCIPAL TERMS OF LIMITED PARTNERSHIP AGREEMENT

The principal terms of the Limited Partnership Agreement are summarised as follows:

Date	:	28 November 2018
Parties	:	1. the General Partner; and 2. the Limited Partners (including the Company, the Initial Limited Partner and the Other Limited Partners)
Name of Partnership	:	Tiantu China Consumer Fund II, L.P.
Term of Partnership	:	The Partnership shall continue till the seventh anniversary of the final closing date (as specified in the Limited Partnership Agreement) unless wound up and dissolved sooner in accordance with the provisions of the Limited Partnership Agreement.
Purpose of Partnership	:	The purpose of the Partnership is to carry on the business of investing to achieve long term capital appreciation primarily through actively managed investments in privately negotiated, equity and equity-related securities of worldwide excellent enterprises.
Capital commitment	:	The Company has committed to contribute a maximum amount of US\$30 million to the Partnership as a limited partner.
Investment period	:	The investment period shall commence from the first closing date (as specified in the Limited Partnership Agreement) until three years from the final closing date (as specified in the Limited Partnership Agreement), or such later date no later than twelve (12) months after the third (3rd) anniversary of the last day of the month on which the final closing date occurred as may be recommended by the General Partner and approved by Limited Partners who have contributed more than 50% of the total commitments of the Partnership. The General Partner may at any time terminate the investment period upon the occurrence of certain conditions specified in the Limited Partnership Agreement.

- Management : The General Partner shall have exclusive responsibility for the operation of the Partnership and the management conduct and control of its business and affairs and shall make all investment decisions on behalf of the Partnership in accordance with the provisions of the Limited Partnership Agreement. An annual management fee will be paid by the General Partner to the Manager out of the asset of the Partnership for the management services rendered by the Manager to the Partnership and the Limited Partners are not required to separately pay any management fee to the Manager.
- The Limited Partners shall take no part in the operation of the Partnership or the management or conduct of its business and affairs except those rights otherwise expressly given to them in the Limited Partnership Agreement.
- Key policy of distribution of investment proceeds : All the distributable proceeds attributable to the investment(s) shall be distributed in the following order of priority:
1. 100% to each Limited Partner until such Limited Partner has received an amount equal to its aggregate capital contribution which has been drawn down and has not been repaid in accordance with the provisions of the Limited Partnership Agreement;
 2. 100% to such Limited Partner until such Limited Partner has received an amount equal to the hurdle rate (as calculated in accordance with the provisions of the Limited Partnership Agreement);
 3. 100% to the General Partner until the General Partner has received an amount equal to 20% of the aggregate of the amount distributed pursuant to item 1 above; and
 4. 80% to the Limited Partners and 20% to the General Partner.
- Transfer of limited partnership interest : No transfer of any limited partnership interest by any Limited Partner, whether direct or indirect, voluntary or involuntary, shall be valid or effective except with the prior written consent of the General Partner.

INFORMATION OF THE GROUP

The Company is incorporated under the laws of Hong Kong with limited liability and its principal activity is investment holding. The Group is principally engaged in securities brokerage, margin financing, corporate finance and underwriting, investment and loans and asset management and advisory businesses. The regulated activities carried out by the Company's licensed subsidiaries include dealing in securities and futures and advising on securities and futures contracts, providing securities margin financing, advising on corporate finance and providing asset management services.

INFORMATION OF THE PARTNERSHIP, GENERAL PARTNER, INITIAL LIMITED PARTNER AND OTHER LIMITED PARTNERS

The Partnership is an exempted limited partnership registered under the Cayman Islands Exempted Limited Partnership Law on 10 April 2018. As it is newly established, neither financial information nor past performance of the Partnership is presented in this announcement.

The General Partner is an exempted company incorporated in the Cayman Islands with limited liability. It is principally engaged in the investment and management of funds.

The Initial Limited Partner is a company incorporated under the laws of the Cayman Islands and the Other Limited Partners include financial institutions, corporate and individual investors.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, the Partnership, the General Partner, the Initial Limited Partner and the Other Limited Partners and their respective ultimate beneficial owner(s) are third parties independent of the Company and connected persons of the Company.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Group has endeavoured in exploring opportunities for potential investments with a view to generating revenue and achieving better return for its Shareholders.

The Directors believe that the Subscription represents a good investment opportunity for the Group to diversify the Group's investment portfolio and generate stable income for the Group.

In view of the above, the Directors consider that the terms of the Subscription Agreement and the Limited Partnership Agreement are fair and reasonable and on normal commercial terms, and the Subscription is in the ordinary course of business of the Group and in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in relation to the Subscription is less than 25% but more than 5%, the Subscription constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	BOCOM International Holdings Company Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the Stock Exchange (stock code: 3329)
“connected person”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Partner”	Tiantu GP Limited Company, being the general partner of the Partnership
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Initial Limited Partner”	a Limited Partner and the initial limited partner of the Partnership
“Limited Partner(s)”	the limited partner(s) of the Partnership
“Limited Partnership Agreement”	the amended and restated exempted limited partnership agreement relating to the Partnership dated 28 November 2018 and entered into by the General Partner and the Limited Partners (including the Company, the Initial Limited Partner and the Other Limited Partners), to provide for, among others, the operation and management of the Partnership
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Manager”	an entity that is controlled by one or more members of, or affiliated with, the General Partner and is designated by the General Partner as a management company for the purposes of the Limited Partnership Agreement
“Other Limited Partners”	the Limited Partners excluding the Company and the Initial Limited Partner
“Partnership”	Tiantu China Consumer Fund II, L.P., an exempted limited partnership registered under the Cayman Islands Exempted Limited Partnership Law
“percentage ratios”	has the same meaning as ascribed to it under the Listing Rules
“Shareholder(s)”	holder(s) of the ordinary shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of limited partnership interest in the Partnership by the Company pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 28 November 2018 entered into by the Company in relation to the Subscription
“US\$”	the lawful currency of United States of America
“%”	per cent

By Order of the Board
BOCOM International Holdings Company Limited
YI Li
Joint Company Secretary

Hong Kong, 28 November 2018

As at the date of this announcement, the Board comprises Mr. TAN Yueheng, Mr. LI Ying and Mr. CHENG Chuange as Executive Directors; Mr. WANG Yijun, Ms. LIN Zhihong and Mr. SHOU Fugang as Non-executive Directors; Mr. TSE Yung Hoi, Mr. MA Ning and Mr. LIN Zhijun as Independent Non-executive Directors.