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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 AND PURCHASES OF NOTES**

### **SUBSCRIPTION**

On 7 May 2021, the Company received a confirmation that the Notes in the principal amount of US\$8,969,220 was allocated to the order placed by it through BOCOM International Securities (acting as the Company's agent). The Subscription is part of an offering of the Notes in the aggregate principal amount of US\$800,000,000 to be issued by the Issuer.

### **PURCHASES**

On 7 May 2021, the Company purchased the Notes in the principal amount of US\$9,992,650 at the purchase price of US\$99.88 and US\$99.973 on over-the-counter market through BOCOM International Securities (acting as the Company's agent). On the same day, Preferred Investment purchased the Notes in the principal amount of US\$21,071,400 at the purchase price of US\$100.34 on over-the-counter market through BOCOM International Securities (acting as Preferred Investment's agent).

### **LISTING RULES IMPLICATIONS**

As the Subscription and the Purchases were made within a twelve-month period, they shall be aggregated as a series of transactions for the Company pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio in relation to the Subscription and the Purchases, on an aggregated basis, is less than 25% but more than 5%, the Subscription and the Purchases constitute a discloseable transaction for the Company and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

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## **PRINCIPAL TERMS OF THE SUBSCRIPTION AND THE NOTES**

The principal terms of the Subscription and the Notes are set out as follows:

|                                  |   |   |
|----------------------------------|---|---|
| Issuer                           | : | ENN Clean Energy International Investment Limited, a company incorporated in the British Virgin Islands with limited liability                                      |
| Issue price                      | : | 99.658% of the principal amount of the Notes  |
| Issue date                       | : | 12 May 2021   |
| Total issue size                 | : | US\$800,000,000   |
| Principal amount of Subscription | : | US\$8,969,220   |
| Interest rate and payment        | : | The Notes will bear interest at a rate of 3.375% per annum, payable semi-annually in arrears on 12 May and 12 November of each year commencing on 12 November 2021. |
| Maturity date                    | : | 12 May 2026   |

- Ranking of the Notes : The Notes are:
- general obligations of the Issuer;
  - senior in right of payment to any existing and future obligations of the Issuer expressly subordinated in right of payment to the Notes;
  - at least pari passu in right of payment with all other unsecured, unsubordinated indebtedness of the Issuer (subject to any priority rights of such unsecured, unsubordinated indebtedness pursuant to applicable law);
  - guaranteed by the Parent Guarantor on a senior basis, subject to the limitations specified under the terms and conditions of the Notes;
  - effectively subordinated to all existing and future obligations of the Restricted Subsidiaries (other than the Issuer) and the Unrestricted Subsidiaries; and
  - effectively subordinated to the existing and future secured obligations (if any) of the Issuer and the Parent Guarantor, to the extent of the value of the assets securing such obligations.
- Parent Guarantee : The Parent Guarantor has unconditionally and irrevocably guaranteed the due and punctual payment of the principal of, premium, if any, and interest on, and all other amounts payable under the Notes.

- Ranking of Parent Guarantee : The Parent Guarantee is:
- a general obligation of the Parent Guarantor;
  - senior in right of payment to all existing and future obligations of the Parent Guarantor expressly subordinated in right of payment to the Parent Guarantee;
  - effectively subordinated to the existing and future obligations (if any) of the Parent Guarantor, to the extent of the value of the assets securing such obligations;
  - at least pari passu in right of payment with all other unsecured, unsubordinated indebtedness of the Parent Guarantor (subject to any priority rights of such unsecured, unsubordinated indebtedness pursuant to applicable law); and
  - effectively subordinated to all existing and future obligations of any Restricted Subsidiary and any Unrestricted Subsidiary.
- Redemption : On or after 12 May 2024, the Issuer may at its option redeem the Notes, in whole or in part. Subject to certain exceptions as specified under the terms and conditions of the Notes, the Notes may also be redeemed, at the option of the Issuer or an Issuer Surviving Person (in whole but not in part) for taxation reasons. Further, upon the occurrence of any change of control triggering event or non-registration of the Parent Guarantee with the Hebei branch of the SAFE within the time specified under the terms and conditions of the Notes, the Issuer and the Parent Guarantor will be required to make an offer to purchase all outstanding Notes.
- Listing : Application will be made to the Stock Exchange for the listing of and permission to deal in the Notes, by way of debt issues to professional investors only.

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## **INFORMATION OF THE COMPANY AND THE GROUP**

The principal activity of the Company 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, advising on securities and futures contracts, providing securities margin financing, advising on corporate finance and providing asset management services.

## **INFORMATION OF THE ISSUER AND PARENT GUARANTOR**

The Issuer is a company incorporated in the British Virgin Islands with limited liability on 22 August 2018. The Issuer's primary purpose is to act as one of the Parent Guarantor's financing subsidiaries to issue and hold the Notes. The Parent Guarantor is a company established in the People's Republic of China with limited liability and is listed on the Shanghai Stock Exchange (stock code: 600803). The Parent Guarantor is principally engaged in (i) natural gas retail business, (ii) integrated energy business, (iii) natural gas wholesale, (iv) natural gas direct sales, (v) extended business, (vi) construction and installation, and (vii) energy production business.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Issuer, the Parent Guarantor and its ultimate beneficial owners are third parties independent from the Company and its connected persons.

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTION AND PURCHASES**

The Subscription and the Purchases will provide the Group with long-term investment opportunity which enables the Group to enhance its income stream as well as providing a stable investment return while utilising its capital resources with commensurate risk.

Having considered the terms of the Subscription and the Purchases, the Directors consider that the terms of the Subscription and the Purchases are fair and reasonable and on normal commercial terms, and the Subscription and the Purchases are 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 Subscription and the Purchases were made within a twelve-month period, they shall be aggregated as a series of transactions for the Company pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio in relation to the Subscription and the Purchases, on an aggregated basis, is less than 25% but more than 5%, the Subscription and the Purchases constitute a discloseable transaction for the Company and are 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  |
| “BOCOM International Securities” | BOCOM International Securities Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company   |
| “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  |
| “Group”                          | the Company and its subsidiaries  |
| “Hong Kong”                      | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Issuer”                         | ENN Clean Energy International Investment Limited, a company incorporated in the British Virgin Islands with limited liability  |
| “Issuer Surviving Person”        | the person (if other than the Issuer) formed by such consolidation or merger, or with or into which the Issuer consolidated or merged, or that acquired or leased such property and assets and shall assume all the obligations of the Issuer under the Notes |

|                              |   |
|------------------------------|---|
| “Listing Rules”              | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Notes”                      | US\$800,000,000 3.375% guaranteed senior notes due 2026 issued by the Issuer  |
| “Parent Guarantee”           | the guarantee for the Notes provided by the Parent Guarantor  |
| “Parent Guarantor”           | ENN Natural Gas Co., Ltd. (新奧天然氣股份有限公司), a company established in the People’s Republic of China with limited liability and listed on the Shanghai Stock Exchange (stock code: 600803)  |
| “percentage ratios”          | has the same meaning as ascribed to it under the Listing Rules  |
| “Preferred Investment”       | Preferred Investment Management Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company   |
| “Purchases”                  | the purchases of the Notes on over-the-counter market by the Company in the principal amount of US\$9,992,650 and by Preferred Investment in the principal amount of US\$21,071,400 through BOCOM International Securities (acting as the Company’s and Preferred Investment’s agent) |
| “Restricted Subsidiary(ies)” | means any subsidiary(ies) of the Parent Guarantor other than an Unrestricted Subsidiary   |
| “SAFE”                       | the State Administration of Foreign Exchange of the People’s Republic of China  |
| “SFO”                        | the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)  |
| “Shareholder”                | holder(s) of the ordinary shares of the Company   |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited   |
| “Subscription”               | the subscription of the Notes in the principal amount of US\$8,969,220 by the Company through BOCOM International Securities (acting as the Company’s agent)  |

“Unrestricted Subsidiary(ies)” means any subsidiary(ies) of the Parent Guarantor that at the time of determination shall be designated an Unrestricted Subsidiary(ies) by the board of directors of the Parent Guarantor and any subsidiary of an Unrestricted Subsidiary

“US\$” the lawful currency of United States of America

“%” per cent.

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

Hong Kong, 10 May 2021

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