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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 CLASS A SHARES OF THE SUB-FUND**

SUBSCRIPTIONS

On 18 June 2021 and 22 July 2021, the Subsidiary executed the First Subscription Agreement and the Second Subscription Agreement, pursuant to which the Subsidiary applied to subscribe for the Class A Shares of the Sub-Fund for an aggregate amount of US\$14,416,280.39 (exclusive of subscription fee of 2% of the aggregate subscription amount, being US\$288,325.61) and US\$8,208,699 (subscription fee of 2% of the aggregate subscription amount has been waived by WLAML), respectively, on the terms and conditions of the Private Placing Memorandum.

On 11 August 2021, the Subsidiary executed the Third Subscription Agreement pursuant to which the Subsidiary applied to subscribe for the Class A Shares of the Sub-Fund for an aggregate amount of US\$21,323,777 (subscription fee of 2% of the aggregate subscription amount has been waived by WLAML) on the terms and conditions of the Private Placing Memorandum.

The First Subscription and the Second Subscription were accepted by the Fund Company and were completed on 24 June 2021 and 23 July 2021, respectively. If the Third Subscription is accepted by the Fund Company, completion is expected to take place on or about 12 August 2021.

LISTING RULES IMPLICATIONS

Each of the Subscriptions, on a stand-alone basis, does not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. As the highest applicable percentage ratio in relation to the Subscriptions, when aggregated as a whole, exceeds 5% but less than 25%, the Subscriptions constitute a discloseable transaction for the Company and are therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

SUBSCRIPTIONS

On 18 June 2021 and 22 July 2021, the Subsidiary executed the First Subscription Agreement and the Second Subscription Agreement, pursuant to which the Subsidiary applied to subscribe for the Class A Shares of the Sub-Fund for an aggregate amount of US\$14,416,280.39 (exclusive of subscription fee of 2% of the aggregate subscription amount, being US\$288,325.61) and US\$8,208,699 (subscription fee of 2% of the aggregate subscription amount has been waived by WLAML), respectively, on the terms and conditions of the Private Placing Memorandum.

On 11 August 2021, the Subsidiary executed the Third Subscription Agreement pursuant to which the Subsidiary applied to subscribe for the Class A Shares of the Sub-Fund for an aggregate amount of US\$21,323,777 (subscription fee of 2% of the aggregate subscription amount has been waived by WLAML) on the terms and conditions of the Private Placing Memorandum.

The First Subscription and the Second Subscription were accepted by the Fund Company and were completed on 24 June 2021 and 23 July 2021, respectively. If the Third Subscription is accepted by the Fund Company, the Subsidiary shall pay the subscription amount by wire transfer. It is expected that completion of the Third Subscription will take place on or about 12 August 2021. The proceeds received by the Subsidiary from the issue of the Fund-linked Notes has been used to fund the First Subscription and the Second Subscription and will be used to fund the Third Subscription.

PRINCIPAL TERMS OF THE SUBSCRIPTIONS

The principal terms of the Subscriptions are summarised as follows:

- Name of the Sub-Fund : New City SP
- Class of Participating Shares : The Sub-Fund currently offers two classes of Participating Shares, namely Class A Shares and Class B Shares, with Class A Shares offered at a fixed price of US\$1,000 per Class A Share (exclusive of any subscription fee). The Subsidiary has successfully subscribed for Class A Shares for an aggregate amount of (i) US\$14,416,280.39 (exclusive of subscription fee of 2% of the aggregate subscription amount, being US\$288,325.61) pursuant to the First Subscription Agreement and (ii) US\$8,208,689 (subscription fee of 2% of the aggregate subscription amount has been waived by WLAML) pursuant to the Second Subscription Agreement, and has applied to subscribe for Class A Shares for an aggregate amount of US\$21,323,777 (subscription fee of 2% of the aggregate subscription amount has been waived by WLAML) pursuant to the Third Subscription Agreement.
- Investment objective : The investment objective of the Sub-Fund is to seek capital appreciation by mainly investing in the fixed income market. The Fund Directors will seek to achieve the investment objective by investing in fixed income financial tools, fixed income instruments traded in the bond market, bond funds, money market funds, bond initial offering, structured products and derivatives.
- Distribution : It is not envisaged that any income or gains derived from investments of the Sub-Fund will be distributed by way of dividend. However, the Fund Directors are entitled to declare a dividend at any time if they consider it appropriate to do so and if any dividend is declared, the Fund Directors will distribute the dividend in compliance with applicable laws.

- Voluntary Redemption : Class A Shares may be redeemed at the option of the holders of Class A Shares on any Redemption Day by sending a completed redemption notice to the Fund Company and/or the administrator of the Sub-Fund in accordance with the Private Placing Memorandum, subject to certain restrictions specified in the Private Placing Memorandum.
- Compulsory Redemption : The Fund Company may, with or without cause and without giving any reason, redeem all or part of the Class A Shares on any day designated by the Fund Directors by giving prior written notice to holders of Class A Shares.
- Transfer of Participating Shares : Class A Shares may not be transferred unless with the prior written consent of the Fund Directors.
- Fees, charges and expenses : The Fund Company on behalf of the Sub-Fund, is required to pay to the Investment Advisers an advisory fee and WLAML a performance fee, the administrator of the Sub-Fund an administration fee and custodian of the Sub-Fund a custodian fee in accordance with the Private Placing Memorandum. The Subsidiary is also required to pay a subscription fee equal to 2% of the subscription amount to the WLAML, of which WLAML may waive or reduce at its discretion.

INFORMATION OF THE GROUP

The Subsidiary is incorporated under the laws of the British Virgin Islands with limited liability and its principal activity is investment management. 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 FUND COMPANY, THE SUB-FUND AND THE INVESTMENT ADVISERS

The Fund Company is an exempted company incorporated with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands on 17 April 2019. As a segregated portfolio company, the Fund Company is permitted to create and issue shares out of one or more segregated portfolios in order to segregate the assets and liabilities of the Fund Company held within or on behalf of any other segregated portfolio of the Fund Company, or the general assets and liabilities of the Fund Company. The Sub-Fund is a segregated portfolio of the Fund Company.

The Fund Company has appointed the Investment Advisers to provide investment advisory services to the Sub-Fund. WLAML is an exempted company incorporated with limited liability in the Cayman Islands and acts as an investment manager for sophisticated persons or high net worth persons. JQSL is a company incorporated with limited liability in Hong Kong and is licensed to carry out type 1 (dealing in securities), 4 (advising on securities) and 9 (asset management) regulated activities by the Securities and Futures Commission under the SFO.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, the Fund Company, the Sub-Fund, the Investment Advisers and their respective ultimate beneficial owner(s) are third parties independent of the Company and connected persons of the Company.

REASONS FOR THE SUBSCRIPTIONS

The Subscriptions are entered into for the purpose of hedging the positions of the Fund-linked Notes issued by the Subsidiary to its clients.

In view of the above, the Directors therefore consider that the terms of the Subscriptions are fair and reasonable and on normal commercial terms, and the Subscriptions 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

Each of the Subscriptions, on a stand-alone basis, does not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. As the highest applicable percentage ratio in relation to the Subscriptions, when aggregated as a whole, exceeds 5% but less than 25%, the Subscriptions constitute a discloseable transaction for the Company and are therefore 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
“Class A Shares”	Participating Shares designated as Class A Shares
“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
“First Subscription”	the subscription by the Subsidiary of the Class A Shares for an aggregate amount of US\$14,416,280.39 (exclusive of subscription fee of 2% of the aggregate subscription amount, being US\$288,325.61) pursuant to the First Subscription Agreement
“First Subscription Agreement”	the subscription agreement executed by the Subsidiary on 18 June 2021 in relation to the First Subscription
“Fund Company”	West Lake SPC, an exempted company with limited liability incorporated in the Cayman Islands and registered as a segregated portfolio company under the laws of the Cayman Islands
“Fund Directors”	the directors of the Fund Company
“Fund-linked Notes”	the fund-linked notes due in 2024 issued by the Subsidiary and guaranteed by the Company, with the Class A Shares subscribed by the Subsidiary under the Subscriptions forming the underlying assets of such notes
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Investment Advisers”	WLAML and JQSL
“JQSL”	JQ Securities (Hong Kong) Limited, a company incorporated with limited liability in Hong Kong and is licensed to carry out type 1 (dealing in securities), 4 (advising on securities) and 9 (asset management) regulated activities by the Securities and Futures Commission under the SFO
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Participating Shares”	the non-voting and redeemable shares in the Sub-Fund
“percentage ratios”	has the same meaning as ascribed to it under the Listing Rules
“Private Placing Memorandum”	the private placing memorandum dated January 2021 issued by the Fund Company in relation to the private placing of shares in its segregated portfolios (as may be modified, supplemented or amended from time to time) and the supplement dated January 2021 containing specific information in respect of the Sub-Fund issued supplementary thereto
“Redemption Day”	the first business day of each week and such other day or days as the Fund Directors may determine, either generally or in any particular case
“Second Subscription”	the subscription by the Subsidiary of the Class A Shares for an aggregate amount of US\$8,208,699 (subscription fee of 2% of the aggregate subscription amount has been waived by WLAML) pursuant to the Second Subscription Agreement
“Second Subscription Agreement”	the subscription agreement executed by the Subsidiary on 22 July 2021 in relation to the Second Subscription
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the ordinary shares of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-Fund”	New City SP
“Subscriptions”	the First Subscription, the Second Subscription and the Third Subscription
“Subsidiary”	BOCOM International Product and Solution Limited, a wholly-owned subsidiary of the Company
“Third Subscription”	the subscription by the Subsidiary of the Class A Shares for an aggregate amount of US\$21,323,777 (subscription fee of 2% of the aggregate subscription amount has been waived by WLAML) pursuant to the Third Subscription Agreement
“Third Subscription Agreement”	the subscription agreement executed by the Subsidiary on 11 August 2021 in relation to the Third Subscription
“US\$”	the lawful currency of United States of America
“WLAML”	West Lake Asset Management Limited, an exempted company incorporated with limited liability in the Cayman Islands
“%”	per cent.

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

Hong Kong, 11 August 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.