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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)

**CONNECTED TRANSACTION
SUPPLEMENTAL AGREEMENT TO PARTNERSHIP AGREEMENT**

Reference is made to the Announcements relating to the Partnership.

On 11 August 2020, Shanghai Boli (as General Partner) entered into the Supplemental Agreement with BOCOM Guo Xin Asset Management (as Limited Partner), Ocean Holding (as Limited Partner), Oriental Investment (as Limited Partner), Yin Dao Fund (as Limited Partner), Changxing Financial (as Limited Partner) and Zhong Ting Investment (as Limited Partner) to amend certain terms of the Partnership Agreement. The Supplemental Agreement is still subject to filing with the relevant regulatory authorities in the People's Republic of China.

As of the date of this announcement, BOCOM holds approximately 73.14% of the issued Shares and is a connected person of the Company. As BOCOM Guo Xin Asset Management is a subsidiary of BOCOM, it is an associate of BOCOM and hence a connected person of the Company. Accordingly, the Partnership Agreement and the transactions contemplated thereunder constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.35 of the Listing Rules, since certain terms of the Partnership under the Partnership Agreement are being amended by the Supplemental Agreement, and such amendments constitute a material change to such terms, the Company is required to re-comply with the relevant requirements under Chapter 14A of the Listing Rules. Accordingly, the amendments to certain terms of the Partnership under the Supplemental Agreement are subject to the announcement requirements under Chapter 14A of the Listing Rules.

Reference is made to the Announcements relating to the Partnership.

SUPPLEMENTAL AGREEMENT

On 11 August 2020, Shanghai Boli (as General Partner), entered into the Supplemental Agreement with BOCOM Guo Xin Asset Management (as Limited Partner), Ocean Holding (as Limited Partner), Oriental Investment (as Limited Partner), Yin Dao Fund (as Limited Partner), Changxing Financial (as Limited Partner) and Zhong Ting Investment (as Limited Partner) to amend certain terms of the Partnership Agreement. The Supplemental Agreement is still subject to filing with the relevant regulatory authorities in the People's Republic of China.

The material amendments to the principal terms of the Partnership under the Supplemental Agreement are summarised below:

- Parties : Under the Partnership Agreement, there is one General Partner, namely, Shanghai Boli and four Limited Partners, namely, BOCOM Guo Xin Asset Management, Ocean Holding, Oriental Investment and Yin Dao Fund. The Supplemental Agreement adds two more Limited Partners to the Partnership, namely, Changxing Financial and Zhong Ting Investment.
- Capital contribution : Under the Partnership Agreement, the total capital contribution by all Partners to the Partnership shall be RMB325 million, of which Shanghai Boli, BOCOM Guo Xin Asset Management, Ocean Holding, Oriental Investment and Yin Dao Fund shall contribute RMB100 million, RMB100 million, RMB50 million, RMB45 million and RMB30 million, respectively. Pursuant to the Supplemental Agreement, the total capital contribution by all Partners to the Partnership shall be RMB380 million, of which Shanghai Boli, BOCOM Guo Xin Asset Management, Ocean Holding, Oriental Investment, Yin Dao Fund, Changxing Financial and Zhong Ting Investment shall contribute RMB100 million, RMB100 million, RMB50 million, RMB45 million, RMB30 million, RMB50 million and RMB5 million, respectively. Each of Shanghai Boli and BOCOM Guo Xin Asset Management has already made a capital contribution of RMB70.5 million to the Partnership.

INFORMATION OF 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 PARTNERSHIP, GENERAL PARTNER AND LIMITED PARTNERS

The Partnership was established under the laws of the People's Republic of China on 18 April 2019.

Shanghai Boli is a company established in the People's Republic of China with limited liability and it is principally engaged in the businesses of investment, asset management and investment consultation. It is a subsidiary of the Company.

BOCOM Guo Xin Asset Management is a company established in the People's Republic of China with limited liability and it is principally engaged in the business of investment. It is a subsidiary of BOCOM.

Ocean Holding is a company established in the People's Republic of China with limited liability and its business scope mainly includes three industries, namely marine emerging industry, cultural tourism industry and financial service industry. The ultimate beneficial owner of Ocean Holding is the State-owned Asset Management Bureau of Qingdao West Coast New Area.

Oriental Investment is a company established in the People's Republic of China with limited liability and its business scope mainly includes five business sectors, namely real estate development, municipal utilities, financial investment, intelligent manufacturing and new service industry. The ultimate beneficial owner of Oriental Investment is the Yancheng Municipal People's Government.

Yin Dao Fund is a company established in the People's Republic of China with limited liability and it is principally engaged in the business of investment. The ultimate beneficial owner of Yin Dao Fund is the State-owned Assets Supervision and Administration Commission of the Liuzhou Municipal People's Government.

Changxing Financial is a company established in the People's Republic of China with limited liability and it is principally engaged in the business of investment. The ultimate beneficial owner of Changxing Financial is the Changxing Bureau of Finance.

Zhong Ting Investment is a company established in the People's Republic of China with limited liability and it is principally engaged in the business of investment. Zhong Ting Investment is beneficially owned as to 70% by Ms. PANG Yuqin and 30% by Mr. ZHOU Daping, respectively.

REASONS FOR AND BENEFITS OF THE SUPPLEMENTAL AGREEMENT

Under the Supplemental Agreement, two new Limited Partners, namely Changxing Financial and Zhong Ting Investment, are admitted to the Partnership and the total capital contributions to the Partnership by all Partners is increased from RMB325 million to RMB380 million as a result of such admission. The admission of new Limited Partners will not only provide the Partnership with more funds to make investments to achieve satisfactory return to all Partners, it will also enhance the confidence of potential investors in participating in the investment of the Partnership. Furthermore, the admission of new Limited Partners will diversify the risk of the Group with respect to its investment in the Partnership.

In view of the above, the Directors (including the independent non-executive Directors) are of the view that the Supplemental Agreement is in the ordinary and usual course of business of the Group and that the terms of the Supplemental Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Due to the executive roles of Ms. LIN Zhihong, Mr. SHOU Fugang and Ms. PO Ying in the BOCOM Group, each of such non-executive Directors has a material interest in the Supplemental Agreement and has abstained from voting on the relevant Board resolutions.

LISTING RULES IMPLICATIONS

As of the date of this announcement, BOCOM holds approximately 73.14% of the issued Shares and is a connected person of the Company. As BOCOM Guo Xin Asset Management is a subsidiary of BOCOM, it is an associate of BOCOM and hence a connected person of the Company. Accordingly, the Partnership Agreement and the transactions contemplated thereunder constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.35 of the Listing Rules, since certain terms of the Partnership under the Partnership Agreement are being amended by the Supplemental Agreement, and such amendments constitute a material change to such terms, the Company is required to re-comply with the relevant requirements under Chapter 14A of the Listing Rules. Accordingly, the amendments to certain terms of the Partnership under the Supplemental Agreement are subject to the announcement requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

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

“Announcements”	the announcements relating to the Partnership published by the Company on 17 April 2019 and 23 December 2019
“associate”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“BOCOM”	Bank of Communications Co., Ltd., a company incorporated in the People’s Republic of China with limited liability, the A shares of which are listed and traded on the Shanghai Stock Exchange (stock code: 601328) and the H shares of which are listed and traded on the Stock Exchange (stock code: 3328), and the ultimate controlling shareholder of the Company
“BOCOM Group”	BOCOM and its subsidiaries (excluding the Group)
“BOCOM Guo Xin Asset Management”	BOCOM Guo Xin Asset Management Company Limited* 交銀國信資產管理有限公司, a company established under the laws of the People’s Republic of China with limited liability
“Changxing Financial”	Changxing Financial Equity Investment Co., Ltd* 長興金控股權投資有限公司, a company established under the laws of the People’s Republic of China with limited liability
“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”	the general partner of the Partnership, being Shanghai Boli
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Limited Partner(s)”	the limited partner(s) of the Partnership, being BOCOM Guo Xin Asset Management, Ocean Holding, Oriental Investment, Yin Dao Fund, Changxing Financial and Zhong Ting Investment
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ocean Holding”	Qingdao West Coast New Area Ocean Holding Group Company Limited* 青島西海岸新區海洋控股集團有限公司, a company established under the laws of the People’s Republic of China with limited liability
“Oriental Investment”	Yancheng Oriental Investment Development Group Company Limited* 鹽城東方投資開發集團有限公司, a company established under the laws of the People’s Republic of China with limited liability
“Partners”	the partners to the Partnership, including the General Partner and the Limited Partners
“Partnership”	BOCOM Science and Technology Innovation Equity Investment Fund (Shanghai) Partnership Enterprise (Limited Partnership)* 交銀科創股權投資基金（上海）合夥企業（有限合夥）
“Partnership Agreement”	the partnership agreement dated 23 December 2019 entered into among, Shanghai Boli, BOCOM Guo Xin Asset Management, Ocean Holding, Oriental Investment and Yin Dao Fund to terminate and replace in entirety the partnership agreement dated 15 April 2019 entered into between Shanghai Boli and BOCOM Guo Xin Asset Management
“percentage ratios”	has the same meaning as ascribed to it under the Listing Rules
“RMB”	Renminbi, the lawful currency of the People’s Republic of China

“Shanghai Boli”	Shanghai Boli Investment Company Limited* 上海博禮投資有限公司, a company established under the laws of the People’s Republic of China with limited liability
“Shareholder(s)”	holder(s) of the ordinary shares of the Company
“Shares”	ordinary shares in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreement”	the supplemental agreement dated 11 August 2020 entered into among Shanghai Boli, BOCOM Guo Xin Asset Management, Ocean Holding, Oriental Investment, Yin Dao Fund, Changxing Financial and Zhong Ting Investment to amend certain terms of the Partnership Agreement
“Yin Dao Fund”	Liuzhou Liu Dong Yin Dao Fund Company Limited* 柳州柳東引導基金有限公司, a company established under the laws of the People’s Republic of China with limited liability
“Zhong Ting Investment”	Zhong Ting Investment Holding Company Limited* 中廷投資控股有限公司, a company established under the laws of the People’s Republic of China with limited liability
“%”	per cent.

* *For identification purpose only*

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

Hong Kong, 11 August 2020

As at the date of this announcement, the Board comprises Mr. TAN Yueheng 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.