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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 22 June 2022 (after trading hours), the Company entered into the Partnership Agreement with the General Partner and Lingang Overseas, and the Subscription Agreement with the General Partner, respectively, pursuant to which, the Company shall make capital commitment to the Partnership as a Limited Partner in an aggregate amount of RMB475,000,000 on the terms and conditions of the Transaction Agreements.

**LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio in relation to the Transaction is less than 25% but more than 5%, the Transaction constitutes a discloseable transaction of 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.

**BACKGROUND**

On 22 June 2022 (after trading hours), the Company entered into the Partnership Agreement with the General Partner and Lingang Overseas, and the Subscription Agreement with the General Partner, respectively, pursuant to which, the Company shall make capital commitment to the Partnership as a Limited Partner in an aggregate amount of RMB475,000,000 on the terms and conditions of the Transaction Agreements. The capital contribution to be made by the Company will be funded by the Group's internal resources.

## PRINCIPAL TERMS OF THE TRANSACTION AGREEMENTS

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

- Date : 22 June 2022
- Parties : 1. Lingang Wings Inc (as the General Partner)
2. Lingang Overseas (in its capacity as the initial Limited Partner solely to reflect the withdrawal of the initial Limited Partner pursuant to the Partnership Agreement and as a Limited Partner)
3. the Company (as a Limited Partner)
- Name of Partnership : Lingang Brilliant Investment Limited Partnership
- Purpose of Partnership : The purpose of the Partnership is to seek capital appreciation by providing loans to any Chinese state-owned companies, in accordance with and subject to the other provisions of the Partnership Agreement.
- Term of the Partnership : The term of the Partnership commenced upon the date of its registration as an exempted limited partnership with the Registrar of Exempted Limited Partnerships of the Cayman Islands and shall continue until the portfolio investments are fully divested.
- Capital Commitments : The aggregate capital commitments of all the Partners shall not exceed RMB625,000,000. Except as otherwise provided in the Partnership Agreement, the General Partner on behalf of the Partnership may from time to time make drawings on the available capital commitments subject to the terms and conditions of the Partnership Agreement.

- Distribution : The General Partner shall (i) distribute any current income within five business days after receipt of such current income by the Partnership, 100% of which shall be distributed to the Partners until each Partner has received an amount equal to an interest on the sum of their respective capital contributions corresponding to the current income that accrues at the interest rate of 5.5% per annum (subject to any deduction pursuant to the Partnership Agreement) with the remaining of the current income being distributed to the General Partner, and (ii) shall distribute disposition proceeds within five business days after receipt of such disposition proceeds by the Partnership, of which the amount shall at no time be less than the sum of the capital contributions of all the Partners.
- Management Fees : As consideration for the services to be provided by the General Partner, the Partnership shall pay to the General Partner out of the assets of the Partnership, a management fee calculated with respect to each Partner in an amount equal to 0.3% per annum of such Partner's capital contribution.
- Restrictions on Transfer : No Limited Partner may transfer all or any portion of its interest in the Partnership at any time (i) to any person within the first six months after the closing date; or (ii) thereafter to any person without the prior written consent of the General Partner.

The principal terms of the Subscription Agreement are summarised as follows:

Date	:	22 June 2022
Parties	:	1. Lingang Wings Inc (as the General Partner) 2. the Company (as the subscriber)
Subscription of Limited Partnership Interest	:	The Company applied for and the General Partner agreed to accept the admission to the Partnership as a Limited Partner with a capital commitment in an amount of RMB475,000,000.

## **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 and advising on securities and futures contracts, providing securities margin financing, advising on corporate finance and providing asset management services.

## **INFORMATION OF THE PARTNERSHIP, THE GENERAL PARTNER AND LINGANG OVERSEAS**

The Partnership is an exempted limited partnership established under the laws of the Cayman Islands. As it is newly formed, neither financial information nor past performance of the Partnership is presented in this announcement.

The General Partner is a company incorporated in the British Virgin Islands with limited liability and registered as a foreign company in the Cayman Islands under Part IX of the Companies Act (as amended) of the Cayman Islands. The General Partner is principally engaged in the businesses of investment management. It is a wholly owned subsidiary of Lingang Overseas and ultimately beneficially owned as to 98.73% by Shanghai State-owned Assets Supervision and Administration Commission\*上海市國有資產監督管理委員會.

Lingang Overseas is a company incorporated in Hong Kong with limited liability. Lingang Overseas is principally engaged in the businesses of investment and financing. It is ultimately beneficially owned as to 98.73% by Shanghai State-owned Assets Supervision and Administration Commission\*上海市國有資產監督管理委員會.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the General Partner, Lingang Overseas 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 TRANSACTION**

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

The Directors believe that the Transaction 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 are of the view that the Transaction is conducted by the Company in its ordinary and usual course of business, on normal commercial terms, is fair and reasonable 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 Transaction is less than 25% but more than 5%, the Transaction constitutes a discloseable transaction of 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(s)”	has the 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, namely Lingang Wings Inc
“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 admitted from time to time
“Lingang Overseas”	Shanghai Lingang Overseas Development Co., Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Partner(s)”	the partner(s) to the Partnership, including the General Partner and the Limited Partner(s)
“Partnership”	Lingang Brilliant Investment Limited Partnership
“Partnership Agreement”	the amended and restated agreement of the Partnership executed and unconditionally delivered as a deed on 22 June 2022 by and among the General Partner, Lingang Overseas and the Company
“percentage ratio(s)”	has the same meaning as ascribed to it under the Listing Rules
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Shareholder(s)”	holder(s) of the ordinary shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 22 June 2022 by and between the General Partner and the Company in relation to the subscription of the interest to the Partnership by the Company as a Limited Partner
“subsidiary(ies)”	has the same meaning as ascribed to it under the Listing Rules
“Transaction”	the subscription of the Limited Partner interest to the Partnership pursuant to the Transaction Agreements
“Transaction Agreements”	the Partnership Agreement and the Subscription Agreement

“%” per cent.

\* *For identification purpose only*

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

Hong Kong, 22 June 2022

*As at the date of this announcement, the Board comprises Mr. TAN Yueheng and Mr. CHENG Chuange as Executive Directors; Ms. LIN Zhihong 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.*