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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 FORMATION OF PARTNERSHIP**

### **FORMATION OF PARTNERSHIP**

On 26 July 2022 (after trading hours), Shanghai Bo Le (a wholly-owned subsidiary of the Company), as General Partner, entered into the Partnership Agreement with Shanghai Bo Li (a wholly-owned subsidiary of the Company) and Kunshan Ding Jia, as Limited Partners, in relation to the formation of the Partnership. The total capital contribution by all Partners to the Partnership shall be RMB1,000,000,000, of which each of Shanghai Bo Le and Shanghai Bo Li shall contribute RMB1,000,000 and RMB349,000,000, respectively. The Transaction is still subject to the approval of the relevant authorities of the government of the People's Republic of China.

### **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 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.

## **BACKGROUND**

On 26 July 2022 (after trading hours), Shanghai Bo Le (a wholly-owned subsidiary of the Company), as General Partner, entered into the Partnership Agreement with Shanghai Bo Li (a wholly-owned subsidiary of the Company) and Kunshan Ding Jia, as Limited Partners, in relation to the formation of the Partnership. The total capital contribution by all Partners to the Partnership shall be RMB1,000,000,000, of which each of Shanghai Bo Le and Shanghai Bo Li shall contribute RMB1,000,000 and RMB349,000,000, respectively. The Transaction is still subject to the approval of the relevant authorities of the government of the People's Republic of China.

## **PRINCIPAL TERMS OF THE PARTNERSHIP AGREEMENT**

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

Date	: 26 July 2022
Parties	: 1. Shanghai Bo Le (as General Partner); 2. Shanghai Bo Li (as Limited Partner); and 3. Kunshan Ding Jia (as Limited Partner).
Name of Partnership	: Wuxi Jiao Yue Ding Jia Technology Equity Investment Partnership Enterprise (Limited Partnership)* 無錫交悅鼎嘉科技股權投資基金合夥企業（有限合夥）(subject to the approval of the relevant government authorities of the People's Republic of China)
Term of Partnership	: The Partnership, as private equity fund, shall have a term of seven years. Unless approved by all the Partners or with the consent of the Partners at the Partners' meeting, the investment period shall commence from the first capital contribution date of the Partnership and end on the third anniversary thereof; and the management and exit period shall commence upon the lapse of the investment period and continue up to the expiration of the term of the Partnership as private equity fund. The term of the Partnership as private equity fund may be extended for once for a period of one year if approved by all the Partners and may be further extended if consented by the Partners at the Partners' meeting.

**Purpose of Partnership** : The purpose of the Partnership is to achieve maximum return to all Partners by engaging in the business of project investment, primarily in the equity interests of unlisted enterprises in Mainland China. The Partnership shall invest in the fields of integrated circuits, new energy, intelligent manufacturing, biomedicine, and other technological innovation industries in line with the national development strategies.

**Capital contribution** : The total capital contribution by all Partners to the Partnership shall be RMB1,000,000,000, of which each of Shanghai Bo Le, Shanghai Bo Li and Kunshan Ding Jia shall contribute RMB1,000,000, RMB349,000,000 and RMB650,000,000, respectively. The capital contribution to be made by Shanghai Bo Le and Shanghai Bo Li will be funded by the Group's internal resources.

**Management** : The General Partner is vested with the power to acquire, hold, manage, maintain and dispose of the assets of the Partnership for and on behalf of the Partnership as well as to deal with all matters necessary for the operations and valid subsistence of the Partnership.

The General Partner shall undertake the role of Executive Partner of the Partnership. The Executive Partner shall be responsible for managing, operating and making decisions for the Partnership, unless otherwise provided by the Partnership Agreement. The power to make investment related decision is vested with the investment committee formed by two members nominated by the General Partner or its affiliates and one member nominated by Kunshan Ding Jia. Any decision to be passed by the investment committee require the consent of all its members.

The Partners have agreed to appoint the Manager to manage certain affairs of the Partnership. An annual management fee in an amount equal to 1% of the difference between the total paid-in capital contribution of the Partnership and the investment principal of the exited investment projects will be paid by the Partnership for the management services rendered by the Manager to the Partnership.

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 Partnership Agreement.

- Key policy of distributable proceeds
- : Any distributable proceeds attributable to the Partnership shall be distributed in the following order of priority:
1. 100% to the Partners (in proportion to their aggregate paid-in capital contribution to the Partnership) until each Partner has received an amount equal to its aggregate paid-in capital contribution to the Partnership as at the date of distribution;
  2. 100% to the Partners (in proportion to their aggregate paid-in capital contribution to the Partnership) until each Partner has received an amount equal to a rate of 6% per annum of its aggregate paid-in capital contribution to the Partnership calculated based on the number of days as specified in the Partnership Agreement; and
  3. 90% to the Limited Partners (in proportion to their aggregate paid-in capital contribution to the Partnership) and 10% to the Manager.
- Debt sharing
- : Any debts of the Partnership shall be borne by all Partners provided however that the Limited Partners shall be liable for the debts of the Partnership up to the amount of their respective committed capital contribution whereas the General Partner shall bear unlimited liability for the debts of the Partnership.
- Transfer of partnership interest
- : Any Limited Partner may transfer its partnership interest to third parties provided that prior consent from all Partners is obtained, but such restriction is not applicable to transfer of partnership interest by any Limited Partner to its affiliates required by any existing or newly promulgated laws or regulations. General Partner shall not transfer its partnership interest to third parties during the term of the Partnership unless such transfer is to be made to its affiliates.

## **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 THE LIMITED PARTNERS**

The Partnership is a limited partnership formed under the laws of the People's Republic of China. As it is newly formed, neither financial information nor past performance of the Partnership is presented in this announcement.

Shanghai Bo Le is a company established in the People's Republic of China with limited liability and is principally engaged in the businesses of investment management and related consulting services. It is a wholly-owned subsidiary of the Company.

Shanghai Bo Li is a company established in the People's Republic of China with limited liability and is principally engaged in the businesses of investment. It is a wholly-owned subsidiary of the Company.

Kunshan Ding Jia is a limited partnership established in the People's Republic of China and is principally engaged in the businesses of enterprise management and information consulting. It is ultimately beneficially owned as to 66% by Zhao Dong Hong, Wei Quan and Tong Bin and 33% by Ma Jun and Ma Hong Ying.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Kunshan Ding Jia and its 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 in private equity fund management business and potential investments with a view to generating revenue and achieving better return for its Shareholders.

The Directors believe that the Transaction represents a good opportunity for investment and the Group's asset management business, enabling the Group to diversify its investment portfolio and business development and generate stable income.

In view of the above, the Directors (including the independent non-executive 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 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:

“affiliates”	all entities directly or indirectly controlling, controlled by or under common control with such entities, where control may be by either management authority, contract or equity interest
“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)
“Director(s)”	the director(s) of the Company
“Executive Partner”	the executive partner of the Partnership, namely the General Partner
“General Partner”	the general partner of the Partnership, namely Shanghai Bo Le
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Kunshan Ding Jia”	Kunshan Ding Jia Ji Ta Enterprise Management Partnership (Limited Partnership)* 昆山鼎嘉積塔企業管理合夥企業（有限合夥）
“Limited Partners”	the limited partners of the Partnership, namely Shanghai Bo Li and Kunshan Ding Jia
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Manager”	BOCOM International Science and Technology Innovation Private Equity Fund Management (Shanghai) Co., Ltd.* 交銀國際科創私募基金管理（上海）有限公司, a wholly-owned subsidiary of the Company
“Partners”	the partners to the Partnership, including the General Partner and the Limited Partners
“Partnership”	Wuxi Jiao Yue Ding Jia Technology Equity Investment Partnership Enterprise (Limited Partnership)* 無錫交悅鼎嘉科技股權投資基金合夥企業（有限合夥）
“Partnership Agreement”	the partnership agreement dated 26 July 2022 entered into among Shanghai Bo Le (as General Partner) with Shanghai Bo Li and Kunshan Ding Jia (as Limited Partners) in relation to the formation of the Partnership
“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 Bo Le”	Shanghai Bo Le Investment Company Limited* 上海博樂投資有限公司, a wholly-owned subsidiary of the Company
“Shanghai Bo Li”	Shanghai Bo Li Investment Company Limited* 上海博禮投資有限公司, a wholly-owned subsidiary of the Company
“Shareholder(s)”	holder(s) of the ordinary shares of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning as ascribed to it under the Listing Rules
“Transaction”	the formation of the Partnership under the Partnership Agreement
“%”	per cent.

\* *For identification purpose only*

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

Hong Kong, 26 July 2022

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