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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
DISPOSALS OF BONDS**

DISPOSALS OF BONDS

The Board announces that between 3 May 2022 and 30 November 2022, the Subsidiaries have disposed of the Bonds guaranteed by the Guarantor in the aggregate principal amount of US\$17,500,000 (equivalent to approximately HK\$137,375,000) at a total consideration of approximately US\$17,176,973.09 (equivalent to approximately HK\$134,839,238.76) on the open market.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in relation to the Disposals is more than 5% but less than 25%, the Disposals 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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DISPOSALS OF BONDS

Particulars of each of the Bonds being disposed of by the Subsidiaries are set out in the tables below:

Disposals of CGWV Bonds

Date	: 3 May 2022
Seller	: BIAM Fund
Issuer	: China Great Wall International Holdings V Limited, a company incorporated with limited liability in the British Virgin Islands
Guarantor	: China Great Wall AMC (International) Holdings Company Limited 中國長城資產（國際）控股有限公司
Principal amount of the bonds being disposed of	: US\$500,000 (equivalent to approximately HK\$3,925,000)
Consideration	: US\$461,468.75 (equivalent to approximately HK\$3,622,529.69)
Maturity date of the bonds	: 23 November 2026
Coupon rate of the bonds	: 2.875% per annum

Disposals of CGWIV Bonds

Date	: Between 5 May 2022 to 7 July 2022
Seller	: BIAM Fund
Issuer	: China Great Wall International Holdings IV Limited, a company incorporated with limited liability in the British Virgin Islands
Guarantor	: China Great Wall AMC (International) Holdings Company Limited 中國長城資產（國際）控股有限公司
Principal amount of the bonds being disposed of	: US\$2,000,000 (equivalent to approximately HK\$15,700,000)
Consideration	: US\$1,791,527.78 (equivalent to approximately HK\$14,063,493.07)
Maturity date of the bonds	: No maturity date
Coupon rate of the bonds	: 3.95% per annum

Disposals of CGWIII Bonds

Date	:	Between 1 November 2022 to 30 November 2022
Seller	:	Preferred Investment
Issuer	:	China Great Wall International Holdings III Limited, a company incorporated with limited liability in the British Virgin Islands
Guarantor	:	China Great Wall AMC (International) Holdings Company Limited 中國長城資產（國際）控股有限公司
Principal amount of the bonds being disposed of	:	US\$15,000,000 (equivalent to approximately HK\$117,750,000)
Consideration	:	US\$14,923,976.56 (equivalent to approximately HK\$117,153,216)
Maturity date of the bonds	:	25 May 2023
Coupon rate of the bonds	:	4.375% per annum

INFORMATION OF THE SUBSIDIARIES

Preferred Investment is a company incorporated in the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company. The principal business of Preferred Investment is investment management.

BIAM Fund is a segregated portfolio of BOCOM International Global Fund SPC, an exempted segregated portfolio company incorporated under the laws of the Cayman Islands with limited liability. From May 2022 to July 2022, the Company indirectly held the majority of the interest of such segregated portfolio and as of the date of this announcement, the Company indirectly holds 100% of the interest of such segregated portfolio. The principal business of BIAM Fund is investment trading.

INFORMATION OF THE COUNTERPARTY

As the Disposals were conducted on the open market, the identity of the purchasers of the Bonds cannot be ascertained. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, none of the connected persons of the Company nor their associates has purchased the Bonds which were being disposed of by the Subsidiaries under the Disposals.

BASIS OF DETERMINATION OF THE CONSIDERATION

Since the Disposals were conducted on the open market at the prevailing market price, the Directors consider that the Disposals are on normal commercial terms and their terms including the consideration are fair and reasonable.

REASONS FOR AND BENEFITS OF THE DISPOSALS

The Group is principally engaged in securities brokerage, margin financing, corporate finance and underwriting, investment and loans and asset management and advisory businesses.

In light of the recent volatile market conditions, the Directors consider that the Disposals enable the Group to better structure its assets portfolio, hence the Disposals are in the interest of the Group and the Shareholders as a whole.

FINANCIAL EFFECT OF THE DISPOSALS

Taking into account of the acquisition costs of the Bonds, the proceeds from the Disposals and the interest earned by the Company through its holding, the unaudited loss arising from the Disposals is approximately US\$43,681.83 (equivalent to approximately HK\$342,902.37). The actual loss to be recorded by the Company is subject to the final audit to be performed by the Company's auditors.

INTENDED USE OF PROCEEDS

The aggregate proceeds of the Disposals of US\$17,176,973.09 (equivalent to approximately HK\$134,839,238.76) have been and will be applied towards the Group's general working capital. The Company may also apply part of the proceeds for new investment should any suitable investment opportunities arise.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in relation to the Disposals is more than 5% but less than 25%, the Disposals 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:

“associate” has the same meaning as ascribed to it under the Listing Rules

“BIAM Fund”	BOCOM International Global Fund SPC — BIAM Leveraged Credit Fund SP, a segregated portfolio of BOCOM International Global Fund SPC, an exempted segregated portfolio company incorporated under the laws of the Cayman Islands with limited liability
“Board”	the board of Directors
“Bonds”	CGWIII Bonds, CGWIV Bonds and CGWV Bonds
“CGWIII Bonds”	US\$600,000,000 4.375 percent guaranteed notes due 2023 issued by China Great Wall International Holdings III Limited on 25 May 2018 and listed on the Stock Exchange (stock code: 5104)
“CGWIV Bonds”	US\$400,000,000 unsubordinated guaranteed perpetual securities issued by China Great Wall International Holdings IV Limited on 31 July 2019 and listed on the Stock Exchange (stock code: 5620)
“CGWV Bonds”	US\$300,000,000 2.875 percent guaranteed bonds due 2026 issued by China Great Wall International Holdings V Limited on 23 November 2021 and listed on the Stock Exchange (stock code: 40930)
“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
“Disposals”	the disposals of the Bonds between 3 May 2022 and 30 November 2022 by the Subsidiaries on the open market
“Group”	the Company and its subsidiaries
“Guarantor”	China Great Wall AMC (International) Holdings Company Limited 中國長城資產（國際）控股有限公司, a company incorporated in Hong Kong with limited liability
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“percentage ratio”	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
“Shareholder(s)”	holder(s) of the ordinary shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiaries”	BIAM Fund and Preferred Investment
“US\$”	United States dollars, the lawful currency of United States of America
“%”	per cent.

In this announcement, amounts in US\$ are translated into HK\$ on the basis of US\$1 = HK\$7.85. The conversion rate is for illustration purposes only and should not be taken as a representation that US\$ could actually be converted into HK\$ at such rate or at all.

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

Hong Kong, 1 December 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.