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HUABAO INTERNATIONAL HOLDINGS LIMITED

華寶國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00336)

**DISCLOSEABLE TRANSACTION
SUBSCRIPTION OF FINANCIAL PRODUCTS**

SUBSCRIPTION OF FINANCIAL PRODUCTS

The Board wishes to announce that, on 7 June 2023 (after trading hours), members of the Group have subscribed for certain financial products offered by Bank of Jiangsu and Bank of Nanjing respectively with an aggregate investment amount of RMB662 million and RMB570 million respectively as at the date of this announcement.

As at the date of this announcement, the Directors confirm that (i) except for the Bank of Jiangsu Financial Products and Bank of Nanjing Financial Products that remain outstanding, all the other financial products acquired from Bank of Jiangsu and Bank of Nanjing have been redeemed in full in accordance with their respective terms; (ii) the Group believes that reasonable interests in connection with each of the Bank of Jiangsu Financial Products and Bank of Nanjing Financial Products would be gained; and (iii) the Bank of Jiangsu Financial Products and Bank of Nanjing Financial Products would not cause any adverse impact on the financial position of the Group.

IMPLICATIONS UNDER THE LISTING RULES

The Bank of Jiangsu Financial Products

Before the subscription of the Second Bank of Jiangsu Financial Product and the Third Bank of Jiangsu Financial Product, all of the applicable percentage ratios in relation to the First Bank of Jiangsu Financial Product pursuant to Rule 14.07 of the Listing Rules are below 5%, hence the subscription of the First Bank of Jiangsu Financial Product does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

However, after the subscription of the Second Bank of Jiangsu Financial Product and the Third Bank of Jiangsu Financial Product, as the highest applicable percentage ratio in relation to the subscription of the Bank of Jiangsu Financial Products calculated on an aggregated basis pursuant to Rule 14.07 of the Listing Rules exceeds 5% but is below 25%, the subscription of the Bank of Jiangsu Financial Products would constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and hence is subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules.

The Bank of Nanjing Financial Products

Before the subscription of the Second Bank of Nanjing Financial Product, all of the applicable percentage ratios in relation to the First Bank of Nanjing Financial Product pursuant to Rule 14.07 of the Listing Rules are below 5%, hence the subscription of the First Bank of Nanjing Financial Product does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

However, after the subscription of the Second Bank of Nanjing Financial Product, as the highest applicable percentage ratio in relation to the subscription of the Bank of Nanjing Financial Products calculated on an aggregated basis pursuant to Rule 14.07 of the Listing Rules exceeds 5% but is below 25%, the subscription of the Bank of Nanjing Financial Products would constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and hence is subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules.

SUBSCRIPTION OF FINANCIAL PRODUCTS

The Board wishes to announce that, on 7 June 2023 (after trading hours), members of the Group have subscribed for certain financial products offered by Bank of Jiangsu and Bank of Nanjing respectively with an aggregate investment amount of RMB662 million and RMB570 million respectively as at the date of this announcement.

Bank of Jiangsu

A summary of the Bank of Jiangsu Financial Products subscribed by members of the Group from Bank of Jiangsu, which remain outstanding as at the date of this announcement, is set out below:

(i) First Bank of Jiangsu Financial Product

Date of Agreement : 27 April 2023
Parties : (1) Huabao Flavours
(2) Bank of Jiangsu
Product : The capital protected structured deposit with an investment amount of RMB335 million
Approximate annual return rate : 1.65% - 4.75%
Maturity date : 31 July 2023
Expected interests to be received : RMB2,799,111.11
upon maturity

(ii) Second Bank of Jiangsu Financial Product

Date of Agreement : 7 June 2023
Parties : (1) Huabao Flavours
(2) Bank of Jiangsu
Product : The capital protected structured deposit with an investment amount of RMB92 million
Approximate annual return rate : 1.50% - 4.40%
Maturity date : 9 September 2023
Expected interests to be received : RMB686,856.67
upon maturity

(iii) Third Bank of Jiangsu Financial Product

Date of Agreement : 7 June 2023
Parties : (1) Huabao Kongque
(2) Bank of Jiangsu
Product : The capital protected structured deposit with an investment amount of RMB235 million
Approximate annual return rate : 1.65% - 4.60%
Maturity date : 5 December 2023
Expected interests to be received : RMB3,651,475.69
upon maturity

Bank of Nanjing

A summary of the Bank of Nanjing Financial Products subscribed by the Group from Bank of Nanjing, which remain outstanding as at the date of this announcement, is set out below:

(i) First Bank of Nanjing Financial Product

Date of Agreement	:	26 April 2023
Parties	:	(1) Huabao Flavours (2) Bank of Nanjing
Product	:	The capital protected structured deposit with an investment amount of RMB335 million
Approximate annual return rate	:	1.65% - 4.75%
Maturity date	:	31 July 2023
Expected interests to be received upon maturity	:	RMB2,799,111.11

(ii) Second Bank of Nanjing Financial Product

Date of Agreement	:	7 June 2023
Parties	:	(1) Huabao Flavours (2) Bank of Nanjing
Product	:	The capital protected structured deposit with an investment amount of RMB235 million
Approximate annual return rate	:	1.65% - 4.60%
Maturity date	:	5 December 2023
Expected interests to be received upon maturity	:	RMB3,651,475.69

CURRENT STATUS

As at the date of this announcement, the Directors confirm that (i) except for the Bank of Jiangsu Financial Products and Bank of Nanjing Financial Products that remain outstanding, all the other financial products acquired from Bank of Jiangsu and Bank of Nanjing have been redeemed in full in accordance with their respective terms; (ii) the Group believes that reasonable interests in connection with each of the Bank of Jiangsu Financial Products and Bank of Nanjing Financial Products would be gained; and (iii) the Bank of Jiangsu Financial Products and Bank of Nanjing Financial Products would not cause any adverse impact on the financial position of the Group.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION OF THE FINANCIAL PRODUCTS

In order to maximise the utilisation of the surplus cash balances in the capital account without affecting the operational liquidity, Huabao Flavours and Huabao Kongque utilised part of their bank balances to subscribe for the Financial Products offered by Bank of Jiangsu and/or Bank of Nanjing with a view to achieving higher interest yields whilst maintaining high liquidity and relatively low risk exposure.

Taking into account of, among others, (i) the capital-protected nature of the Financial Products; (ii) the relatively low risk exposure of the Financial Products; (iii) the better expected rate of return than normal bank deposits generally offered by commercial banks in the PRC; and (iv) the relatively shorter terms to maturity, i.e. within twelve months, the Company considered that the Financial Products would provide the Group with better earnings in the long term than making normal bank deposits offered by licensed commercial banks in the PRC. The Financial Products have been closely and effectively monitored and managed by the Group.

As at the date of this announcement, the Group expected to gain interests on each of the Financial Products (the interests of which will be recorded on maturity). Further, the Financial Products were funded by the surplus cash balances of the Group and are highly liquid, therefore the investment in the Financial Products would not affect the working capital or the operation of the Group. As such, the Directors are of the view that the terms of each of the Financial Products are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER LISTING RULES

The Bank of Jiangsu Financial Products

Before the subscription of the Second Bank of Jiangsu Financial Product and the Third Bank of Jiangsu Financial Product, all of the applicable percentage ratios in relation to the First Bank of Jiangsu Financial Product pursuant to Rule 14.07 of the Listing Rules are below 5%, hence the subscription of the First Bank of Jiangsu Financial Product does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

However, after the subscription of the Second Bank of Jiangsu Financial Product and the Third Bank of Jiangsu Financial Product, as the highest applicable percentage ratio in relation to the subscription of the Bank of Jiangsu Financial Products calculated on an aggregated basis pursuant to Rule 14.07 of the Listing Rules exceeds 5% but is below 25%, the subscription of the Bank of Jiangsu Financial Products would constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and hence is subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules.

The Bank of Nanjing Financial Products

Before the subscription of the Second Bank of Nanjing Financial Product, all the applicable percentage ratios in relation to the First Bank of Nanjing Financial Product pursuant to Rule 14.07 of the Listing Rules are below 5%, hence the subscription of the First Bank of Nanjing Financial Product does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

However, after the subscription of the Second Bank of Nanjing Financial Product, as the highest applicable percentage ratio in relation to the subscription of the Bank of Nanjing Financial Products calculated on an aggregated basis pursuant to Rule 14.07 of the Listing Rules exceeds 5% but is below 25%, the subscription of the Bank of Nanjing Financial Products would constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and hence is subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules.

The Company will closely monitor and review the status of the subscription of the financial products of each of Bank of Jiangsu and Bank of Nanjing and will make further announcement(s) in compliance with the Listing Rules.

INFORMATION OF PARTIES INVOLVED IN THE SUBSCRIPTION OF FINANCIAL PRODUCTS

The Group

The Group is principally engaged in the research and development, production, distribution and sales of flavours and fragrances and food ingredients, tobacco raw materials (comprising the reconstituted tobacco leaves and tobacco new materials), aroma raw materials and condiment products in the PRC.

Huabao Flavours is an indirect non-wholly owned subsidiary of the Company, the shares of which are listed on the ChiNext Market of Shenzhen Stock Exchange (Stock Code: 300741). Huabao Flavours is principally engaged in the research and development, production and sales of flavours and fragrances and food ingredients in the PRC.

Huabao Kongque is wholly owned by Huabao Flavours and is indirect non-wholly owned subsidiary of the Company.

Counter Parties

Bank of Jiangsu is a commercial bank principally engaged in banking services, and whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600919).

Bank of Nanjing is a commercial bank principally engaged in banking services, and whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601009).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry and based on the public information available to the Company, each of Bank of Jiangsu and Bank of Nanjing and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons.

DEFINITIONS

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

“Bank of Jiangsu”	Bank of Jiangsu Co., Ltd.
“Bank of Jiangsu Financial Products”	collectively, the First Bank of Jiangsu Financial Product, the Second Bank of Jiangsu Financial Product and the Third Bank of Jiangsu Financial Product
“Bank of Nanjing”	Bank of Nanjing Co., Ltd.
“Bank of Nanjing Financial Products”	collectively, the First Bank of Nanjing Financial Product and the Second Bank of Nanjing Financial Product
“Board”	the board of Directors of the Company
“Company”	Huabao International Holdings Limited, a company incorporated in Bermuda on 11 October 1991, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	director(s) of the Company
“Financial Products”	collectively, the Bank of Jiangsu Financial Products and the Bank of Nanjing Financial Products
“First Bank of Jiangsu Financial Product”	the capital protected structured deposit with an investment amount of RMB335 million pursuant to a subscription agreement entered into between Huabao Flavours and Bank of Jiangsu dated 27 April 2023
“First Bank of Nanjing Financial Product”	the capital protected structured deposit with an investment amount of RMB335 million pursuant to a subscription agreement entered into between Huabao Flavours and Bank of Nanjing dated 26 April 2023
“Group”	the Company and its subsidiaries, as appropriate and regardless of whether directly or indirectly owned

“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Huabao Flavours”	Huabao Flavours & Fragrances Co., Ltd.
“Huabao Kongque”	Shanghai H&K Flavors & Fragrances Co., Ltd.
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Second Bank of Jiangsu Financial Product”	the capital protected structured deposit with an investment amount of RMB92 million pursuant to a subscription agreement entered into between Huabao Flavours and Bank of Jiangsu dated 7 June 2023
“Second Bank of Nanjing Financial Product”	the capital protected structured deposit with an investment amount of RMB235 million pursuant to a subscription agreement entered into between Huabao Flavours and Bank of Nanjing dated 7 June 2023
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in the Listing Rules
“Third Bank of Jiangsu Financial Product”	the capital protected structured deposit with an investment amount of RMB235 million pursuant to a subscription agreement entered into between Huabao Kongque and Bank of Jiangsu dated 7 June 2023
“%”	per cent

By Order of the Board
Huabao International Holdings Limited
POON Chiu Kwok
Executive Director

Hong Kong, 7 June 2023

As at the date of this announcement, the Board comprises six executive directors, namely Ms. CHU Lam Yiu, Messrs. LAM Ka Yu, XIA Liqun, POON Chiu Kwok, Ms. LAM Ka Yan, and Ms. CHOY Man Har and three independent non-executive directors, namely Messrs. LEE Luk Shiu, Jonathan Jun YAN and HOU Haitao.

** For identification purposes only*