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Southwest Securities International Securities Limited

西證國際證券股份有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 812)

DISCLOSEABLE TRANSACTION IN RELATION TO DISPOSAL OF YUNINV NOTES

THE GROUP'S DISPOSAL OF YUNINV NOTES

On 29 September 2023 and 3 October 2023, the Company disposed of, in aggregate, the YUNINV Notes in the principal amount of US\$1,600,000 (equivalent to approximately HK\$12,480,000) at a total consideration (together with the accrued interests) of approximately US\$1,499,935 (equivalent to approximately HK\$11,699,493) in the open market.

LISTING RULES IMPLICATIONS

Since the Disposal was conducted through a series of transactions which took place within a 12-month period, the YUNINV Notes disposed of were therefore aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios for the Disposal of the YUNINV Notes exceeded 5% but all of them were less than 25%, the Disposal constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements pursuant to Chapter 14 of the Listing Rules.

THE DISPOSAL

On 29 September 2023 and 3 October 2023, the Company disposed of, in aggregate, the YUNINV Notes in the principal amount of US\$1,600,000 (equivalent to approximately HK\$12,480,000) at a total consideration (together with the accrued interests) of approximately US\$1,499,935 (equivalent to approximately HK\$11,699,493) in the open market.

Information of the YUNINV Notes

Issuer	:	Bi Hai
Guarantor	:	Yunnan Provincial
Note type	:	Professional
Coupon rate	:	6.5%
Maturity date	:	2 March 2025
Listing	:	The YUNINV Notes are listed on Stock Exchange
ISIN	:	XS2437684207
Currency	:	Quoted and traded in US\$
Amount issued	:	US\$200,000,000

The net profit (both before and after taxation) attributable to the YUNINV Notes disposed of for the financial year ended 31 December 2022 (represented the results since the acquisition of the YUNINV Notes during 28 February 2022 to 31 December 2022) is as follows:

	For the year ended 31 December 2022
	<i>US\$</i>
Net profit (before taxation)	52,777
Net profit (after taxation)	52,777

Financial Impact and Use of Proceeds

The Company has recorded a loss of approximately US\$101,665 (equivalent to approximately HK\$792,987), being the difference between the consideration received from the Disposal and the acquisition cost of the YUNINV Notes disposed of (exclusive of transaction costs). The actual amount of gain or loss as a result of the Disposal to be recorded by the Group will be subject to review and final audit by the auditors of the Company. The Group intended to apply the proceeds from the Disposal for future investment and general working capital of the Group.

INFORMATION OF THE COMPANY AND THE GROUP

The Company is incorporated in Bermuda with limited liability. The principal activity of the Company is investment holding. The Group, through its subsidiaries, principally engages in brokerage and margin financing, corporate finance, asset management and proprietary trading.

INFORMATION OF BI HAI AND YUNNAN PROVINCIAL

To the best of the Directors' knowledge, Bi Hai is a company incorporated in the British Virgin Islands with limited company and an indirect wholly-owned subsidiary of Yunnan Provincial. Bi Hai and its group companies is one of the largest integrated investment holding companies in Yunnan Province in the PRC, with Yunnan Provincial being directly and majority-owned by State-owned Assets Supervision and Administrative Commission of the People's Government of Yunnan Province. It primarily engages in resources development, manufacturing, financial services, tourism, real estate, trading and labour services, investment income and others. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Bi Hai, Yunnan Provincial and their ultimate beneficial owner(s) are Independent Third Parties and are not shareholders of the Group.

BASIS OF THE CONSIDERATION AND SETTLEMENT

The total consideration (inclusive of the accrued interests) for the Disposal was approximately US\$1,499,935 (equivalent to approximately HK\$11,699,493), which represented the then market price of the disposed YUNINV Notes. The entire consideration for the Disposal has been and will be settled by cash and in accordance with the relevant standard market practice.

As the Disposal was conducted through the open market, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the purchasers and their ultimate beneficial owners are the Independent Third Parties, and are not shareholders of the Company. The Disposal was conducted with the consent of the Potential Individual Purchaser (as defined in the 3.7 Announcements pursuant to Note 1 to Rule 4 of the Hong Kong Code on Takeovers and Mergers).

REASONS FOR AND BENEFITS OF THE DISPOSAL

The investment strategy of the Group is, among others, to achieve long-term return within an acceptable risk level by investing in a broad diversification of portfolio, including but not limited to stocks, bonds, funds, structured products and derivatives in different business sectors. Over the years, the Group has sought to diversify its investment portfolios when opportunities arose and would, from time to time, realise its investments which to do so will be in the best interests of the Group.

The Disposal was in line with the Group's principal activities on securities dealing and financial investments, and allowed the Group to (i) realise the Company's investment in the listed securities and bonds; (ii) enhance liquidity of the Company and (iii) obtain additional cash flow. As the Disposal was made in the open market at prevailing market price, the Directors were of the view that the terms of the Disposal were fair and reasonable and in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

Since the Disposal was conducted through a series of transactions which took place within a 12-month period, the YUNINV Notes disposed of were therefore aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios for the Disposal exceeded 5% but all of them were less than 25%, the Disposal constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements pursuant to Chapter 14 of the Listing Rules.

DEFINITIONS

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

“3.7 Announcements”	the Company's announcements pursuant to rule 3.7 of the Hong Kong Code on Takeovers and Mergers, rule 13.09 of the Listing Rules and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) dated 30 December 2022, 30 June 2023 and 22 September 2023
“Bi Hai”	Bi Hai Co., Ltd. (碧海有限公司), a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of Yunnan Provincial
“Board”	the board of Directors

“Company”	Southwest Securities International Securities Limited (西證國際證券股份有限公司*), a company incorporated with limited liability in Bermuda, the issued shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Disposal”	the disposal of, in aggregate, the YUNINV Notes in the principal amount of US\$1,600,000 (equivalent to approximately HK\$12,480,000) by the Company on 29 September 2023 and 3 October 2023, at a total consideration (together with the accrued interests) of approximately US\$1,499,935 (equivalent to approximately HK\$11,699,493)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	the independent third party who is, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, independent of the Company and its connected person(s)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Shareholders(s)”	holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$” or “U.S. dollars”	United State Dollars, the lawful currency of the United States of America

“YUNINV Notes”	an aggregate principal amount of US\$3,000,000 acquired by the Group on 28 February 2022 in the open market
“Yunnan Provincial”	Yunnan Provincial Investment Holdings Group Co., Ltd (雲南省投資控股集團有限公司), a company incorporated in the PRC with limited liability, directly and majority owned by State-owned Assets Supervision and Administrative Commission of the People’s Government of Yunnan Province
“%”	per cent or percentage

For the purpose of this announcement, the exchange rate of US\$1.00 = HK\$7.80 have been used for currency translation, where applicable. Such an exchange rate is for illustrative purposes and does not constitute representations that any amount in HK\$ or US\$ has been, could have been or may be converted at such a rate.

By order of the Board
Southwest Securities International Securities Limited
Zhang Hongwei
Chairman

Hong Kong, 4 October 2023

As at the date of this announcement, the executive Directors of the Company are Mr. Zhang Hongwei (Chairman) and Mr. Huang Changsheng; and the independent non-executive Directors of the Company are Mr. Meng Gaoyuan, Mr. Liang Jilin and Mr. Cao Ping.

* *For identification purpose only*