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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  
PROVISION OF FINANCIAL ASSISTANCE**

**PROVISION OF FINANCIAL ASSISTANCE**

On 8 March 2024, BIPSL, a wholly-owned subsidiary of the Company, executed the Pricing Supplement A, pursuant to which, BIPSL agreed to provide to JQ Securities (as agent acting on behalf of and for the benefit of its clients) the Leveraged Financing A in the aggregate sum of RMB27,200,000 at an interest rate of 6.15% per annum for a term of 12 months, in view of the subscription of the Notes A by JQ Securities (as agent acting on behalf of and for the benefit of its clients) in the principal amount of RMB6,800,000 pursuant to the Purchase Agreement A.

On 29 April 2024, BIPSL executed the Pricing Supplement B, pursuant to which, BIPSL agreed to provide to JQ Securities (as agent acting on behalf of and for the benefit of its clients) the Leveraged Financing B in the aggregate sum of RMB27,200,000 at an interest rate of 7.4% per annum for a term of 12 months, in view of the subscription of the Notes B by JQ Securities (as agent acting on behalf of and for the benefit of its clients) in the principal amount of RMB6,800,000 pursuant to the Purchase Agreement B.

Both of the Notes are issued by BIPSL and their returns are linked to the Asset Management Account.

## **LISTING RULES IMPLICATIONS**

The issue of the Notes do not constitute a transaction of the Company under Chapter 14 of the Listing Rules. The aggregate sum of the Leveraged Financing is RMB54,400,000 (equivalent to HK\$58,752,000). Since the Pricing Supplement A and Pricing Supplement B were entered into with the same party within a 12-month period, the Leveraged Financing contemplated under the Pricing Supplement A and the Pricing Supplement B are required to be aggregated under Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratio(s) in respect of the Leveraged Financing on an aggregated basis exceeds 5% but less than 25%, the provision of the Leveraged Financing on an aggregated basis constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **PROVISION OF FINANCIAL ASSISTANCE**

On 8 March 2024, BIPSL, a wholly-owned subsidiary of the Company, executed the Pricing Supplement A, pursuant to which, BIPSL agreed to provide to JQ Securities (as agent acting on behalf of and for the benefit of its clients) the Leveraged Financing A in the aggregate sum of RMB27,200,000 at an interest rate of 6.15% per annum for a term of 12 months, in view of the subscription of the Notes A by JQ Securities (as agent acting on behalf of and for the benefit of its clients) in the principal amount of RMB6,800,000 pursuant to the Purchase Agreement A.

On 29 April 2024, BIPSL executed the Pricing Supplement B, pursuant to which, BIPSL agreed to provide to JQ Securities (as agent acting on behalf of and for the benefit of its clients) the Leveraged Financing B in the aggregate sum of RMB27,200,000 at an interest rate of 7.4% per annum for a term of 12 months, in view of the subscription of the Notes B by JQ Securities (as agent acting on behalf of and for the benefit of its clients) in the principal amount of RMB6,800,000 pursuant to the Purchase Agreement B.

Both of the Notes are issued by BIPSL and their returns are linked to the Asset Management Account.

## PRINCIPAL TERMS OF THE PRICING SUPPLEMENTS

### Pricing Supplement A

Date	:	8 March 2024
Parties	:	(1) BOCOM International Product and Solution Limited; and (2) JQ Securities (Hong Kong) Limited (as agent acting on behalf of and for the benefit of its clients)
Leverage amount	:	RMB27,200,000
Asset Management Account	:	<p>The subscription amount of RMB6,800,000 paid by JQ Securities for the Notes A and the amount of the Leveraged Financing A of RMB27,200,000 will be deposited into the Asset Management Account, which is opened and maintained with JQ Securities acting as the asset manager.</p> <p>Pursuant to the investment management agreement separately entered into between BIPSL and JQ Securities, JQ Securities will solely use the amounts in the Asset Management Account to invest in bonds issued by the government and policy banks of the People's Republic of China that are of relatively low risk among all other assets. All interests generated from such bonds will be deposited into the Asset Management Account.</p>
Interest rate	:	6.15% per annum
Interest amount	:	<p>In relation to each interest amount calculation period, an amount as calculated in accordance with the following formula:</p> <p>Interest amount (“<b>Interest Amount A</b>”) = leverage amount x interest rate x the actual number of days in the Interest Amount Calculation Period A (as defined below) divided by 365</p>
Interest Payment Date(s)	:	8 June 2024, 8 September 2024, 8 December 2024 and 8 March 2025

- Interest amount calculation period : Each period (“**Interest Amount Calculation Period A**”) from, and including, one Interest Payment Date to, but excluding, the next Interest Payment Date, except that (a) the initial interest amount calculation period will commence on, and include, 8 March 2024 (being the issue date of the Notes A, “**Notes A Issue Date**”) and (b) the final interest amount calculation period will end on, but exclude, 8 March 2025 (being the maturity date of the Notes A, “**Notes A Maturity Date**”), or any of 8 June 2024, 8 September 2024 and 8 December 2024 (being the optional redemption date of the Notes A, “**Notes A Optional Redemption Date**”), or the third Business Day immediately after the date on which BIPSL actually receives a relevant withdrawal from the Asset Management Account in connection with the liquidation of the relevant hedge positions as set out in the Notes A (being the early redemption date of the Notes A, “**Notes A Early Redemption Date**”)
- Make-whole amount : An amount equal to the interest amount payable by JQ Securities under the Pricing Supplement A, provided that the relevant interest amount calculation period shall commence on, and include, the Notes A Early Redemption Date, and end on, but exclude the forward-looking future following date closest to 8 June 2024, 8 September 2024 and 8 December 2024 (“**Make-whole Amount A**”)
- Drawdown date : 8 March 2024 (being the Notes A Issue Date)
- Mandatory early redemption of the Notes A : In the event that, among other things, the Asset Management Account Value is less than 96% of the sum of the aggregate nominal amount of the Notes A and the amount of the Leveraged Financing A on the Notes A Issue Date, BIPSL shall be entitled to early redeem the Notes A (“**Notes A Mandatory Early Redemption Date**”).

Repayment : BIPSL shall on the Notes A Maturity Date, the Notes A Optional Redemption Date or the Notes A Early Redemption Date (including the Notes A Mandatory Early Redemption Date) (as applicable) transfer or procure the transfer of the redemption amount of the Notes A to JQ Securities, which shall be calculated as follows:

Redemption amount per each Note A = [Asset Management Account Value for the Notes A – expenses or fees reasonably incurred by or on behalf of BIPSL in respect of the Notes A or the redemption or termination thereof – Leveraged Financing A – any accrued but unpaid Interest Amount A – the Make-whole Amount A (only for the Notes A Early Redemption Date)]/the number of the Notes A outstanding

As none of the applicable percentage ratio(s) in respect of the Leveraged Financing A on a standalone basis based on the financial information of the Company at the relevant time was equal to or exceeded 5%, the Leveraged Financing A on a standalone basis did not constitute a discloseable transaction of the Company at the time of execution of the Pricing Supplement A.

#### **Pricing Supplement B**

Date : 29 April 2024

Parties : (1) BOCOM International Product and Solution Limited;  
and  
(2) JQ Securities (Hong Kong) Limited (as agent acting on behalf of and for the benefit of its clients)

Leverage amount : RMB27,200,000

Asset Management Account : The subscription amount of RMB6,800,000 paid by JQ Securities for the Notes B and the amount of the Leveraged Financing B of RMB27,200,000 will be deposited into the Asset Management Account, which is opened and maintained with JQ Securities acting as the asset manager.

Pursuant to the investment management agreement separately entered into between BIPSL and JQ Securities, JQ Securities will solely use the amounts in the Asset Management Account to invest in bonds issued by the government and policy banks of the People's Republic of China that are of relatively low risk among all other assets. All interests generated from such bonds will be deposited into the Asset Management Account.

Interest rate : 7.4% per annum

Interest amount : In relation to each interest amount calculation period, an amount as calculated in accordance with the following formula:

Interest amount (“**Interest Amount B**”) = leverage amount x interest rate x the actual number of days in the Interest Amount Calculation Period B (as defined below) divided by 365

Interest Payment Date(s) : 29 July 2024, 29 October 2024, 29 January 2025 and 29 April 2025

- Interest amount calculation period : Each period (“**Interest Amount Calculation Period B**”) from, and including, one Interest Payment Date to, but excluding, the next Interest Payment Date, except that (a) the initial interest amount calculation period will commence on, and include, 29 April 2024 (being the issue date of the Notes B, “**Notes B Issue Date**”) and (b) the final interest amount calculation period will end on, but exclude, 29 April 2025 (being the maturity date of the Notes B, “**Notes B Maturity Date**”), or any of 29 July 2024, 29 October 2024 and 29 January 2025 (being the optional redemption date of the Notes B, “**Notes B Optional Redemption Date**”), or the third Business Day immediately after the date on which BIPSL actually receives a relevant withdrawal from the Asset Management Account in connection with the liquidation of the relevant hedge positions as set out in the Notes B (being the early redemption date of the Notes B, “**Notes B Early Redemption Date**”)
- Make-whole amount : An amount equal to the interest amount payable by JQ Securities under the Pricing Supplement B, provided that the relevant interest amount calculation period shall commence on, and include, the Notes B Early Redemption Date, and end on, but exclude the forward-looking future following date closest to 29 July 2024, 29 October 2024 and 29 January 2025 (“**Make-whole Amount B**”)
- Drawdown date : 29 April 2024 (being the Notes B Issue Date)
- Mandatory early redemption of the Notes B : In the event that, among other things, the Asset Management Account Value is less than 96% of the sum of the aggregate nominal amount of the Notes B and the amount of the Leveraged Financing B on the Notes B Issue Date, BIPSL shall be entitled to early redeem the Notes B.

Repayment : BIPSL shall on the Notes B Maturity Date, the Notes B Optional Redemption Date or the Notes B Early Redemption Date (including the Notes B Mandatory Early Redemption Date) (as applicable) transfer or procure the transfer of the redemption amount of the Notes B to JQ Securities, which shall be calculated as follows:

Redemption amount per each Note B = [Asset Management Account Value for the Notes B – expenses or fees reasonably incurred by or on behalf of BIPSL in respect of the Notes B or the redemption or termination thereof – Leveraged Financing B – any accrued but unpaid Interest Amount B – the Make-whole Amount B (only for the Notes B Early Redemption Date)]/the number of the Notes B outstanding

## **INFORMATION OF BIPSL AND THE GROUP**

BIPSL is a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company. BIPSL is primarily engaged in securities business.

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

## **INFORMATION OF JQ SECURITIES**

JQ Securities is a company incorporated under the laws of Hong Kong and licensed to carry on type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance. The clients of which JQ Securities act on behalf of and for the benefit of are mostly professional investors. JQ Securities is a beneficially owned as to 51% by Mr. Qiu Kang (仇康), 34.5% by The State-owned Assets Supervision and Administration Commission of Zhengjiang and 14.5% by Zhengjiang Municipal Government.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, JQ Securities and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.



## **REASONS FOR AND BENEFITS OF PROVISION OF FINANCIAL ASSISTANCE**

The provision of financial assistance is in the ordinary and usual course of business of the Group. The terms of the Pricing Supplements (including the interest rates) were arrived at by the parties thereto after arm's length negotiations with reference to the prevailing commercial practice, the lending rates from banks, the subscription amount of the Notes and the amount of the Leveraged Financing. The Leveraged Financing has been and will be funded by internal resources of the Group.

The returns of the Notes are linked to the Asset Management Account. As mentioned above, the Leveraged Financing will be deposited into the Asset Management Account and will be used to invest in bonds issued by the government and policy banks of the People's Republic of China that are of relatively low risk among all other assets. In the event that, among other things, the Asset Management Account Value is less than 96% of the sum of the aggregate nominal amount of the Notes and the amount of the Leveraged Financing, BIPSL shall be entitled to early redeem the Notes in whole. The Directors consider that these mechanisms would provide more security to the Leveraged Financing.

Having considered the financial strength and investment capability of JQ Securities as the asset manager of the Asset Management Account, the additional interest income to be received by the Group from the provision of the Leveraged Financing, and the mandatory early redemption provisions of the Notes, the Directors consider that the terms of the Pricing Supplements are fair and reasonable and the provision of the Leveraged Financing is in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

The issue of the Notes do not constitute a transaction of the Company under Chapter 14 of the Listing Rules. The aggregate principal amount of the Leveraged Financing is RMB54,400,000 (equivalent to HK\$58,752,000). Since the Pricing Supplement A and Pricing Supplement B were entered into with the same party within a 12-month period, the Leveraged Financing contemplated under the Pricing Supplement A and the Pricing Supplement B are required to be aggregated under Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratio(s) in respect of the Leveraged Financing on an aggregated basis exceeds 5% but less than 25%, the provision of the Leveraged Financing on an aggregated basis constitutes a discloseable transaction of the Company and is therefore subject to the reporting 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:

“Asset Management Account”	the account opened and maintained with JQ Securities as asset manager for each of the Notes A and the Notes B (as applicable)
“Asset Management Account Value”	the value of the underlying assets of the Notes, being the amount equivalent to the value of the aggregate cash and securities balance standing to the credit of the Asset Management Account
“BIPSL”	BOCOM International Product and Solution Limited, a wholly-owned subsidiary of the Company
“Board”	the board of Directors
“Business Day”	means a day (other than a Saturday and Sunday) on which banks are open for usual business in Hong Kong provided that where, as a result of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event in Hong Kong, the period during which banks in Hong Kong are open on any day are reduced, such day shall not be a business day unless BIPSL otherwise determines
“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
“Directors”	the director(s) of the Company
“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
“Interest Payment Date(s)”	each of the date on which JQ Securities shall pay the relevant interest amount to BIPSL as calculated under the Pricing Supplement A and the Pricing Supplement B

“JQ Securities”	JQ Securities (Hong Kong) Limited (金信期盈證券 (香港) 有限公司)
“Leveraged Financing A”	the leveraged financing of RMB27,200,000 provided by BIPSL to JQ Securities pursuant to the Pricing Supplement A
“Leveraged Financing B”	the leveraged financing of RMB27,200,000 provided by BIPSL to JQ Securities pursuant to the Pricing Supplement B
“Leveraged Financing”	the Leveraged Financing A and the Leveraged Financing B
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes A”	RMB6,800,000 leveraged total return notes due 2025 (subject to extension) issued by BIPSL to JQ Securities on 8 March 2024 under the Programme, which is linked to the Asset Management Account
“Notes B”	RMB6,800,000 leveraged total return notes due 2025 (subject to extension) issued by BIPSL to JQ Securities on 29 April 2024 under the Programme, which is linked to the Asset Management Account
“Notes”	the Notes A and the Notes B
“percentage ratio(s)”	has the same meaning as ascribed to it under the Listing Rules
“Pricing Supplement A”	the pricing supplement executed by BIPSL as issuer of the Notes A and the Company as guarantor relating to the issue of the Notes A on 8 March 2024
“Pricing Supplement B”	the pricing supplement executed by BIPSL as issuer of the Notes B and the Company as guarantor relating to the issue of the Notes B on 29 April 2024
“Pricing Supplements”	the Pricing Supplement A and the Pricing Supplement B
“Programme”	the US\$2,000,000,000 guaranteed structured note programme guaranteed by the Company pursuant to the offering circular dated 23 November 2020 as supplemented on 12 August 2022

“Purchase Agreement A”	the purchase agreement dated 5 March 2024 entered into among BIPSL as issuer, JQ Securities as purchaser (as agent acting on behalf of and for the benefit of its clients) and BOCOM International Securities Limited (a wholly-owned subsidiary of the Company) as dealer in relation to the sale and purchase of the Notes A
“Purchase Agreement B”	the purchase agreement dated 25 April 2024 entered into among BIPSL as issuer, JQ Securities as purchaser (as agent acting on behalf of and for the benefit of its clients) and BOCOM International Securities Limited (a wholly-owned subsidiary of the Company) as dealer in relation to the sale and purchase of the Notes B
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Shareholder”	holder(s) of the ordinary shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

*In this announcement, amounts in RMB are translated into HK\$ on the basis of RMB1 = HK\$1.08. The conversion rate is for illustration purposes only and should not be taken as a representation that RMB 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, 29 April 2024

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