

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



OCI International Holdings Limited

東建國際控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 329)

**DISCLOSEABLE TRANSACTION
IN RELATION TO THE ACQUISITION OF THE 7.5 PER CENT
BONDS ISSUED BY JIAOZUO INVESTMENT GROUP CO., LTD.**

ACQUISITION OF THE BONDS

On 15 March 2019, OCI Capital Limited, being a wholly-owned subsidiary of the Company, placed a settlement instruction order to acquire from the Seller the Bonds in the face value of US\$10 million issued by Jiaozuo Investment Group Co., Ltd.. The consideration for the Acquisition was US\$10,052,917, which was paid in cash by the internal resources of the Group. Completion of the Acquisition took place on 18 March 2019.

LISTING RULES IMPLICATIONS

As more than one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect to the Acquisition exceed 5% but are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to announcement and notification requirements under the Listing Rules.

ACQUISITION OF THE BONDS

On 15 March 2019, OCI Capital Limited, being a wholly-owned subsidiary of the Company, placed a settlement instruction order to acquire from the Seller the Bonds in the face value of US\$10 million issued by Jiaozuo Investment Group Co., Ltd.. The consideration for the Acquisition was US\$10,052,917, which was paid in cash by the internal resources of the Group and was determined with reference to the market value of the Bonds quoted on Bloomberg on 15 March 2019, being the date of placing the order. Completion of the Acquisition took place on 18 March 2019.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Seller and its ultimate beneficial owner(s) is an Independent Third Party.

PRINCIPAL TERMS OF THE BONDS

The principal terms of the Bonds are summarised as below:

| | |
|------------------|---|
| Issuer | : Jiaozuo Investment Group Co., Ltd. |
| Bonds | : US\$100,000,000 7.5 per cent bonds due 2020 |
| Issue price | : The Bonds were issued at 100% of their principal amount |
| Issue date | : 25 February 2019 |
| Maturity date | : 23 February 2020 |
| Interest | : 7.50% per annum. Payable in arrears on 25 August 2019 and 23 February 2020 |
| Listing | : Not listed on any stock exchange but admitted to (and trades settled through) Euroclear Bank SA/NV and Clearstream Banking S.A. |
| Event of default | : Upon the occurrence and continuation of certain events specified in the terms and conditions of the Bonds (including those relating to non-payment or non-compliance with the terms of the contract documentation relating to the Bonds, unenforceability of any of those documents or insolvency related events including cross default, winding up, illegality), the trustee of the Bonds at its discretion may, and if so requested in writing by holders of at least 25 per cent in the aggregate principal amount of the Bonds then outstanding or if so directed by an extraordinary resolution, shall (provided in any such case that the trustee of the Bonds shall have been indemnified and/or secured and/or pre-funded to its satisfaction) give notice to the Issuer that the Bonds are, and they shall immediately become, due and payable, at their principal amount together (if applicable) with any accrued interest. |

Redemption for change of control : At any time following the occurrence of a Change of Control (as set out below), the holder of any of the Bonds will have the right, at such holder's option, to require the Issuer to redeem all but not some only of that holder's Bonds at 101 per cent of the principal amount of the Bonds, together with accrued interest.

A "Change of Control" occurs when:

- (i) The State-owned Assets Supervision and Administration Commission of Jiaozuo Municipal People's Government (焦作市人民政府國有資產監督管理委員會) ("**Jiaozuo SASAC**") ceases to directly or indirectly hold or own 100 per cent of the issued share capital of the Issuer; or
- (ii) the Issuer consolidates with or merges into or sells or transfers all or substantially all of its assets to any other person, unless such person is a PRC person or is directly or indirectly 100 per cent held or owned by a PRC person(s).

INFORMATION OF THE ISSUER AND THE SELLER

The Issuer was established as a wholly state-owned enterprise by the Jiaozuo SASAC with total paid-up registered capital of RMB9 billion.

The Issuer Group is the primary and largest investment and financing entity of Jiaozuo Municipal Government focusing on the infrastructure construction and municipal development in Jiaozuo City. The Issuer Group's operations and investment primarily focus on six main business segments, namely (i) infrastructure construction, (ii) sale of land use rights, (iii) real estate development, (iv) asset maintenance, (v) loan guarantees and (vi) utility services. The Issuer Group also conducts other businesses, including agricultural product sales, property leasing, the provision of review services, training services, and loans and property management.

The Seller is a wholly-owned subsidiary of Central Wealth Group Holdings Limited, which is listed on the main board of the Stock Exchange (stock code: 139). The Seller is principally engaged in the provision of financial services to its customers in the PRC and Hong Kong. Currently, it holds Type 1 (Dealing in securities), Type 2 (Dealing in futures contracts), Type 4 (Advising on securities), Type 5 (Advising on futures contracts) and Type 9 (Asset management) licenses under the Securities and Futures Ordinance, with businesses covering securities brokerage, debt financing, futures options, margin financing and asset management.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Issuer and its ultimate beneficial owner(s) is an Independent Third Party.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company is an investment holding company and its subsidiaries are principally engaged in securities trading and investments, provision of asset management services including portfolio management and investment advice to qualified corporate and individual professional investors, provision of financial advisory services in the PRC and trading of wines in Hong Kong and the PRC.

The Group acquired the Bonds for investment purpose. The Acquisition could generate investment income and a reasonable return to the Group. Having considered the acquisition price and the terms of the Bonds, the Directors are of the view that the terms of the Acquisition and the Bonds are fair and reasonable and the Acquisition is in the interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As more than one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect to the Acquisition exceed 5% but not more than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to announcement and notification requirements under the Listing Rules.

DEFINITIONS

In this announcement, unless defined otherwise, capitalised terms have the meanings set out below unless the context requires otherwise:

| | |
|---------------------------|---|
| “Acquisition” | the acquisition of the Bonds in the face value of US\$10 million |
| “Board” | the board of Directors |
| “Bonds” | US\$100,000,000 7.5 per cent bonds issued by the Issuer due 2020 |
| “Company” | OCI International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 329) |
| “Directors” | directors of the Company |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Independent Third Party” | a person or a company which is a third party independent of the Company and its connected person(s) (as defined under the Listing Rules) |
| “Issuer” | Jiaozuo Investment Group Co., Ltd. |
| “Issuer Group” | the Issuer and its subsidiaries |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Seller” | Central Wealth Securities Investment Limited |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

| | |
|--------|--|
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “US\$” | United States dollars, the lawful currency of the United States of America |
| “%” | per cent |

By order of the Board
OCI International Holdings Limited
Feng Hai
Executive Director (Chairman)

Hong Kong, 16 April 2019

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Feng Hai (*Chairman*)
Mr. Li Yi (*Chief Executive Officer*)
Ms. Xiao Qing (*Chief Operating Officer*)

Independent non-executive Directors:

Mr. Chang Tat Joel
Mr. Wong Stacey Martin
Mr. Tso Siu Lun Alan
Mr. Fei John Xiang

Non-executive Directors:

Mr. Du Peng
Ms. Zheng Xiaosu