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## **Beisen Holding Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9669)**

### **DISCLOSEABLE TRANSACTIONS SUBSCRIPTIONS OF WEALTH MANAGEMENT PRODUCTS**

The Board announced that on 3 August 2023, Beisen Cloud Computing, a subsidiary of the Company, subscribed for a wealth management product from BOC in the amount of RMB70.0 million (the “**Second BOC Subscription**”). At the time of subscription of the Second BOC Subscription, another wealth management product subscribed from BOC on 28 April 2023 in the amount of RMB50.0 million (the “**First BOC Subscription**”) remains outstanding (together, the “**BOC Subscriptions**”).

On 3 August 2023, the Beijing branch company of Beisen Cloud Computing subscribed for two wealth management products from XIB in the amount of RMB260.0 million and RMB40.0 million respectively (the “**Second XIB Subscription**”). At the time of subscription of the Second XIB Subscription, another wealth management product subscribed from XIB on 8 June 2023 in the amount of RMB90.0 million (the “**First XIB Subscription**”) remains outstanding (together, the “**XIB Subscriptions**”, and together with the BOC Subscriptions, the “**Subscriptions**”).

#### **IMPLICATIONS UNDER THE LISTING RULES**

Pursuant to Rule 14.22 of the Listing Rules, as the highest applicable percentage ratio (as defined under the Listing Rules) for the BOC Subscriptions exceeds 5% but less than 25%, the BOC Subscriptions, on an aggregated basis, constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules.

As the highest applicable percentage ratio (as defined under the Listing Rules) for the Second XIB Subscription exceeds 5% but less than 25%, the Second XIB Subscription constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules. The XIB Subscriptions, on an aggregated basis, would only constitute a discloseable transaction as the highest applicable percentage ratio is less than 25%.

Therefore, each of the BOC Subscriptions and XIB Subscriptions would only constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and be exempted from the Shareholders' approval requirement.

## THE SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCTS

The Board announced that on 28 April 2023 and 3 August 2023, the Group subscribed for two wealth management products from BOC in the aggregate amount of RMB120.0 million. Summarised below are the major terms of the BOC Subscriptions:

### First BOC Subscription

- |   |  |
|---|--|
| (1) Date of the first BOC product:                              | 28 April 2023  |
| (2) Name of product:  | Linked Structured Deposit (institutional clients)<br>(掛鈎型結構性存款(機構客戶))          |
| (3) Parties:  | (i) BOC, as the Issuer;<br><br>(ii) Beisen Cloud Computing, as the Subscriber. |
| (4) Type of product:  | Principal-guaranteed with guaranteed minimum return                            |
| (5) Risk level of product (internal risk rating by the Issuer): | Low risk   |
| (6) Principal amount of the subscription:                       | RMB50,000,000  |
| (7) Term of investment:   | 186 Days   |
| (8) Expected annualized rate of return:                         | 1.50%–3.42%  |

- (9) Investment scope of the product: This structured deposit product is linked structural deposit. The linked indicator is EUR/USD exchange rate.

### **Second BOC Subscription**

- (1) Date of the second BOC product: 3 August 2023
- (2) Name of product: Linked Structured Deposit (institutional clients)  
(掛鈎型結構性存款(機構客戶))
- (3) Parties: (i) BOC, as the Issuer;  
(ii) Beisen Cloud Computing, as the Subscriber.
- (4) Type of product: Principal-guaranteed with guaranteed minimum return
- (5) Risk level of product (internal risk rating by the Issuer): Low risk
- (6) Principal amount of the subscription: RMB70,000,000
- (7) Term of investment 365 Days
- (8) Expected annualized rate of return: 1.40%–3.20%
- (9) Investment scope of the product: This structured deposit product is linked structural deposit. The linked indicator is AUD/USD exchange rate.

On 8 June 2023 and 3 August 2023, the Group also subscribed for three wealth management products from XIB in the aggregate amount of RMB390.0 million. Summarised below are the major terms of the XIB Subscriptions:

## First XIB Subscription

- (1) Date of the first XIB product: 8 June 2023
- (2) Name of product: Corporate Structured Deposit Product (Type A of three-intervals pegged exchange rate) (公司結構性存款產品(掛鈎匯率三層區間A款))
- (3) Parties:
  - (i) XIB, as the Issuer;
  - (ii) the Beijing branch company of Beisen Cloud Computing, as the Subscriber.
- (4) Type of product: Principal-guaranteed with guaranteed minimum return
- (5) Risk level of product: Low risk
- (6) Principal amount of the subscription: RMB90,000,000
- (7) Term of investment: 91 Days
- (8) Expected annualized rate of return: 3.31%/3.21%/1.50%
- (9) Investment scope of the product: Pegged with the EUR/USD exchange rate

## Second XIB Subscription

### *Second XIB Subscription Product No.1*

- |   |   |
|---|---|
| (1) Date of the second XIB product:       | 3 August 2023   |
| (2) Name of product:                      | Corporate Structured Deposit Product (Type A of three-intervals pegged exchange rate) (公司結構性存款產品(掛鈎匯率三層區間A款)) |
| (3) Parties:                              | (i) XIB, as the Issuer;<br><br>(ii) the Beijing branch company of Beisen Cloud Computing, as the Subscriber.  |
| (4) Type of product:                      | Principal-guaranteed with guaranteed minimum return   |
| (5) Risk level of product:                | Low risk  |
| (6) Principal amount of the subscription: | RMB260,000,000  |
| (7) Term of investment:                   | 27 Days   |
| (8) Expected annualized rate of return:   | 1.35%/3.16%/3.26%   |
| (9) Investment scope of the product:      | Pegged with the EUR/USD exchange rate   |

## ***Second XIB Subscription Product No.2***

- |   |   |
|---|---|
| (1) Date of the second XIB product:       | 3 August 2023   |
| (2) Name of product:                      | Corporate Structured Deposit Product (Type D of three-intervals pegged exchange rate) (公司結構性存款產品(掛鈎匯率三層區間D款)) |
| (3) Parties:                              | (i) XIB, as the Issuer;<br><br>(ii) the Beijing branch company of Beisen Cloud Computing, as the Subscriber.  |
| (4) Type of product:                      | Principal-guaranteed with guaranteed minimum return   |
| (5) Risk level of product:                | Low risk  |
| (6) Principal amount of the subscription: | RMB40,000,000   |
| (7) Term of investment:                   | 27 Days   |
| (8) Expected annualized rate of return:   | 0.25%/2.8%/2.9%   |
| (9) Investment scope of the product       | Pegged with the EUR/USD exchange rate   |

### **REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS**

The Directors are of the view that (i) the Subscriptions provide the Group with better return than fixed deposits generally offered by commercial banks in the PRC; (ii) the Subscriptions were funded by the Group's surplus cash reserves (and not by the proceeds from the Global Offering), and thus would not affect the Group's working capital position or operation; and (iii) appropriate wealth management with low risk exposure is conducive to enhancing the utilization of capital and increasing income from idle funds of the Group. Accordingly, the Directors consider that the Subscriptions are on normal commercial terms which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **INFORMATION ON THE PARTIES**

The Company is a company with limited liability incorporated in the Cayman Islands. Beisen Cloud Computing is a limited liability company established under the laws of the PRC and a wholly-owned subsidiary of the Company. The Group is primarily engaged in the business of providing cloud-based human capital management (HCM) solutions in China.

BOC is a joint stock company incorporated in the PRC with limited liability. BOC and its subsidiaries are principally engaged in the commercial banking business which provides services such as accepting deposits, making loans and offering basic investment products. BOC is listed on the Stock Exchange (Stock Code: 3988) and the Shanghai Stock Exchange (Stock Code: 601988).

XIB is a joint stock company incorporated in the PRC with limited liability. XIB and its subsidiaries are principally engaged in the commercial banking business which provides services such as accepting deposits, making loans, settlement, wealth management and other banking services.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, BOC, XIB and their ultimate beneficial owner(s) are third parties independent from each of the Company and its connected persons (as defined under the Listing Rules).

## **IMPLICATIONS UNDER THE LISTING RULES**

Pursuant to Rule 14.22 of the Listing Rules, as the highest applicable percentage ratio (as defined under the Listing Rules) for the BOC Subscriptions exceeds 5% but less than 25%, the BOC Subscriptions, on an aggregated basis, constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules.

As the highest applicable percentage ratio (as defined under the Listing Rules) for the Second XIB Subscription exceeds 5% but less than 25%, the Second XIB Subscription constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules. The XIB Subscriptions, on an aggregated basis, would only constitute a discloseable transaction as the highest applicable percentage ratio is less than 25%.

Therefore, each of the BOC Subscriptions and XIB Subscriptions would only constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and be exempted from the Shareholders' approval requirement.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“AUD”	Australian dollars, the lawful currency in Australia
“Beisen Cloud Computing”	Beisen Cloud Computing Co., Ltd.* (北森雲計算有限公司), a limited liability company established under the laws of the PRC on January 3, 2019 and a wholly-owned subsidiary of our Company
“Board”	the board of Directors
“BOC”	Bank of China Limited (中國銀行股份有限公司), a licensed bank incorporated under the laws of the PRC
“Company”	Beisen Holding 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
“Director(s)”	the director(s) of the Company
“EUR”	European dollars, the lawful currency in the European Union
“EUR/USD”	the rate of exchange between EUR and USD (expressed as the number of units of USD per 1 unit of EUR)
“Global Offering”	the Hong Kong public offering and the international offering of the Shares
“Group”	the Company, its subsidiaries and the consolidated affiliated entity
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China



“Share(s)”	ordinary share(s) of US\$0.00001 each in the share capital the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	shall have the meaning ascribed to it under the Listing Rules
“USD”	United States dollars, the lawful currency of the United States of America
“XIB”	Xiamen International Bank Co., Ltd (廈門國際銀行股份有限公司), a commercial bank in the PRC
“%”	per cent

By order of the Board  
**Beisen Holding Limited**  
**WANG Zhaohui**  
*Chairman and Executive Director*

PRC, 3 August 2023

*As at the date of this announcement, the executive Directors are Mr. WANG Zhaohui, Mr. JI Weiguo and Ms. LIU Xianna, and the independent non-executive Directors are Mr. DU Kui, Mr. ZHAO Hongqiang and Mr. GE Ke.*

\* *For identification purpose only*