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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 IN RELATION TO SUBSCRIPTION OF LIMITED PARTNERSHIP INTEREST

The Board is pleased to announce that, on 27 March 2024, the Subsidiary was informed by the General Partner that the Subsidiary's application to subscribe for limited partnership interests in the Partnership with capital commitment of US\$10,000,000 under the Subscription Agreement has been accepted.

As the highest applicable percentage ratio in relation to the Subscription is less than 25% but more than 5%, the Subscription constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

SUBSCRIPTION

The Board is pleased to announce that, on 27 March 2024, the Subsidiary was informed by the General Partner that the Subsidiary's application to subscribe for limited partnership interests in the Partnership with capital commitment of US\$10,000,000 (representing approximately 33.33% of total capital commitment of the Partnership as of the date of this announcement) under the Subscription Agreement has been accepted.

The capital commitment was determined after arm's length negotiation between the General Partner and the Subsidiary, taking into account of various factors including the terms of the Limited Partnership Agreement, the investment objectives of the Partnership and the financial position of the Group. The capital commitment will be funded by the Group's internal resources.

PRINCIPAL TERMS OF TRANSACTION DOCUMENTS

Pursuant to the Subscription Agreement dated 27 March 2024 executed by the Subsidiary and the General Partner in relation to the Subscription, the Subsidiary shall be bound by the Limited Partnership Agreement upon the General Partner's acceptance of the Subscription. The principal terms of the Transaction Documents and the information of the Partnership are as follows:

- Date : 27 March 2024
- Parties : 1. The General Partner (as general partner);
2. The Other Limited Partner (as limited partner); and
3. The Subsidiary (as limited partner)
- Name of Partnership : Taiping GBA Inno-Tech Limited Partnership Fund
- Term of Partnership : The term of the Partnership shall continue, unless wound up earlier in accordance with the provisions of the Limited Partnership Agreement, until the expiry of five years from the first closing date provided however that the Partnership may be extended for one year at the sole discretion of the General Partner and further extended for one year as approved by the written consent of the Limited Partners holding capital commitment exceeding two thirds of the total capital commitment.
- Purpose of Partnership : The purpose of the Partnership is to carry on the business of investing to generate risk-adjusted returns through investing in a wide range of instruments with focus on key industries in line with national strategies including but not limited to medical and health-care industries, financial technology and pension and nursing industries.
- Capital commitment : The Subsidiary has committed to contribute US\$10,000,000 to the Partnership as a limited partner.

Management : The General Partner shall have full power and authority to perform acts in connection with the operation and management of the Partnership, including but not limited to making all investment decisions. The General Partner may delegate all its powers and functions to the investment manager(s). The General Partner has appointed the Investment Managers to provide investment management and other services to it, and in consideration of such services, a quarterly management fee shall be paid to the Investment Managers in accordance with the provisions of the Limited Partnership Agreement.

The Limited Partners shall take no part in the operation of the Partnership or the day to day management, conduct or control of the Partnership's business and affairs except those rights otherwise expressly given to them in the Limited Partnership Agreement.

Distribution : All distributable proceeds from investments shall be distributed to the Limited Partners in the following order of priority:

- (1) 100% to each Limited Partner until such Limited Partner has received an amount equal to its aggregate capital contribution which has been drawn down and has not been repaid in accordance with the provisions of the Limited Partnership Agreement;
- (2) 100% to each Limited Partner until it has been paid an amount equal to the Preferred Return with respect to such Limited Partner;
- (3) 100% to the Investment Managers until they have received in total 25% of the Preferred Return with respect to such Limited Partner; and
- (4) 80% to each Limited Partner and 20% to the Investment Managers.

Restrictions on transfer : No Limited Partner may transfer all or any portion of its interest in the Partnership except (i) with the prior written consent of the General Partner, which consent can be given or withheld in the General Partner's sole and absolute discretion or (ii) come within the exceptions set forth in the Limited Partnership Agreement.

INFORMATION OF THE SUBSIDIARY, BOCOM ASSET MANAGEMENT AND THE GROUP

The Subsidiary is incorporated in Hong Kong with limited liability and its principal activity is investment holding. BOCOM Asset Management is a company incorporated in Hong Kong with limited liability and is principally engaged in the business of asset management. Both the Subsidiary and BOCOM Asset Management are wholly-owned by the Company.

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 THE PARTNERSHIP, THE GENERAL PARTNER, THE OTHER LIMITED PARTNER AND TAIPING ASSETS MANAGEMENT

The Partnership is formed as a limited partnership fund in Hong Kong on 28 March 2022.

The General Partner is a company incorporated in Hong Kong with limited liability and is principally engaged in the business of investment holding. The Other Limited Partner is a company incorporated in Hong Kong with limited liability and is principally engaged in the trust business. Taiping Assets Management is a company incorporated in Hong Kong with limited liability and is principally engaged in the business of asset management. Each of the General Partner, the Other Limited Partner and Taiping Assets Management is indirectly wholly-owned by China Taiping Insurance.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, the Partnership, the General Partner, the Other Limited Partner, Taiping Assets Management and their respective ultimate beneficial owner(s) are third parties independent of the Company and connected persons of the Company.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Directors believe that the Subscription represents a good investment opportunity for the Group to diversify the Group's investment portfolio and generate stable income for the Group.

In view of the above, the Directors consider that the terms of the Subscription are fair and reasonable and on normal commercial terms, and the Subscription is in the ordinary course of business of the Group and in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in relation to the Subscription is less than 25% but more than 5%, the Subscription constitutes a discloseable transaction of the Company and is subject to the notification 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:

“Board”	the board of Directors
“BOCOM Asset Management”	BOCOM International Asset Management Company Limited 交銀國際資產管理有限公司
“China Taiping Insurance”	China Taiping Insurance Holdings Co., Ltd. 中國太平保險控股有限公司, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the Stock Exchange (stock code: 966)
“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
“Director(s)”	the director(s) of the Company
“General Partner”	the general partner of the Partnership, namely Taiping Financial Investment Company Limited 太平金融投資有限公司
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Investment Managers”	Taiping Assets Management and BOCOM Asset Management
“Limited Partnership Agreement”	The second amended and restated limited partnership agreement relating to the Partnership executed and delivered as a deed on 27 March 2024 by the General Partner (for itself and acting as attorney for each Limited Partner)

“Limited Partners”	the limited partners of the Partnership admitted from time to time, being the Subsidiary and the Other Limited Partner as of the date of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Other Limited Partner”	Taiping Trustees Limited 太平信託有限公司
“Partnership”	Taiping GBA Inno-Tech Limited Partnership Fund
“percentage ratios”	has the same meaning as ascribed to it under the Listing Rules
“Preferred Return”	an amount equal to interest at an annual rate of 8% (compounded annually) calculated on the daily amount of the aggregate capital contribution which has been drawn down and has not been repaid in accordance with the provisions of the Limited Partnership Agreement
“Shareholder(s)”	holder(s) of the ordinary shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the limited partnership interests in the Partnership with capital commitment of US\$10,000,000 by the Subsidiary pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 27 March 2024 executed by the Subsidiary and the General Partner in relation to the Subscription
“Subsidiary”	BOCOM International Flourish Investment Limited 交銀國際昌盛投資有限公司
“Taiping Assets Management”	Taiping Assets Management (HK) Company 太平資產管理(香港)有限公司
“Transaction Documents”	Subscription Agreement and Limited Partnership Agreement

“US\$” the lawful currency of United States of America

“%” per cent.

By Order of the Board
BOCOM International Holdings Company Limited
YI Li
Company Secretary

Hong Kong, 27 March 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.