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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
DISPOSAL OF NOTES**

DISPOSAL OF NOTES

The Board announces that on 4 April 2024 (prior to the Early Expiration Time), BOCOM Securities, a direct wholly-owned subsidiary of the Company, has tendered the Notes in the principal amount of US\$23,300,000 and delivered the Consent in accordance with the terms and conditions of the Offer Statement issued by the Offeror in respect of the Offer and the solicitation of Consent. If the Notes tendered by BOCOM Securities are accepted for payment by the Offeror, BOCOM Securities is expected to receive a total consideration of approximately US\$23,764,447 (equivalent to approximately HK\$186,550,909) for the Disposal.

LISTING RULES IMPLICATIONS

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

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DISPOSAL OF NOTES

The key terms of the Offer Statement are summarised below:

- Date : 21 March 2024
- Offeror : SiriusPoint Ltd., an exempted company organised under the laws of Bermuda and listed on the New York Stock Exchange (NYSE: SPNT)
- Dealer Managers : BMO Capital Markets Corp., HSBC Securities (USA) Inc., J.P. Morgan Securities LLC and Jefferies LLC are the Dealer Managers of the Offer and the Solicitation Agents for the solicitation of the Consent (“**Dealer Managers**”)
- Notes : 4.6% senior notes due 2026 issued by SiriusPoint Ltd.
- Offer : the Offeror is offering to purchase for cash, upon the terms and conditions set forth in the Offer Statement, all of the outstanding Notes at the purchase price per US\$1,000 principal amount of the Notes equal to the Tender Offer Consideration (for the Notes validly tendered after the Early Expiration Time and at or prior to the Expiration Time (as defined below) and not validly withdrawn) or the Total Consideration (for the Notes validly tendered at or prior to the Early Expiration Time and not validly withdrawn)
- Expiration time : 5:00 p.m. New York City time, on 19 April 2024 (“**Expiration Time**”) unless extended or earlier terminated by the Offeror in its sole discretion
- Consent solicitation : the Offeror is seeking consent to amend the indenture governing the Notes pursuant to which the minimum required notice period for redemption of the Notes is to be reduced from 30 days to three business days
- Early tender payment : the noteholders which validly tender the Notes and deliver the Consents at or prior to the Early Expiration Time and whose Notes are accepted for payment by the Offeror shall be eligible to receive US\$50 per US\$1,000 principal amount of the Notes tendered (“**Early Tender Payment**”), subject to the terms and conditions set forth in the Offer Statement
- Conditions : the Offer and the solicitation of the Consent are conditional upon the satisfaction or waiver, on or prior to the applicable settlement date, of the financing conditions and general conditions set forth in the Offer Statement

Settlement dates : the settlement date for the Notes validly tendered (i) at or prior to the Early Expiration Time will be on or around 5 April 2024 and (ii) after the Early Expiration Time and at or prior to the Expiration Time will be on or around 22 April 2024 (“**Final Settlement Date**”)

INFORMATION OF BOCOM SECURITIES AND THE GROUP

BOCOM Securities is a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of the Company. The principal businesses of BOCOM Securities are securities brokerage, margin financing and underwriting.

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 OFFEROR AND THE DEALER MANAGERS

The Offeror is an exempted company organised under the laws of Bermuda and listed on the New York Stock Exchange (NYSE: SPNT). The Offeror is a global underwriter of insurance and reinsurance providing solutions to clients and brokers around the world.

BMO Capital Markets Corp., is a corporation incorporated in Delaware, the United States and is primarily engaged in the businesses of brokerage and investment advisory services. It is an indirect wholly-owned subsidiary of Bank of Montreal, a publicly held Canadian multinational investment bank and financial services company. HSBC Securities (USA) Inc., is incorporated in Delaware, the United States and is primarily engaged in the businesses of brokerage and investment advisory services. It is indirectly wholly-owned by HSBC Holdings plc, a publicly held British bank and financial services group. J.P. Morgan Securities LLC is a limited liability company incorporated in Delaware, the United States and is primarily engaged in the businesses of brokerage and investment advisory services. It is indirectly wholly-owned by JPMorgan Chase & Co., a publicly held financial services holding company. Jefferies LLC is a limited liability company incorporated in Delaware, the United States as a limited liability company and is principally engaged in the business of brokerage. It is wholly-owned by Jefferies Financial Group Inc., a publicly held American financial services company.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Offeror and the Dealer Managers and their respective ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

“BOCOM Securities”	BOCOM International Securities Limited, a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of the Company
“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
“Consent”	the consent with respect to the amendment to the indenture governing the Notes to reduce the minimum required notice period for redemption of the Notes from 30 days to three business days
“Director(s)”	the director(s) of the Company
“Disposal”	the tendering of the Notes in the principal amount of US\$23,300,000 by BOCOM Securities in accordance with the terms and conditions of the Offer Statement
“Early Expiration Time”	5:00 p.m. New York City time, on 4 April 2024, being the deadline for holders of the Notes to validly tender the Notes and deliver the Consent in order to be eligible to receive the Total Consideration, which includes the Early Tender Payment
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of 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
“Notes”	4.6% senior notes due 2026 issued by the Offeror, of which US\$400 million aggregate principal amount is outstanding as of the date of the Offer Statement
“Offer”	the offer to purchase for cash all the outstanding Notes and together with the solicitation of the Consent
“Offeror”	SiriusPoint Ltd., an exempted company organised under the laws of Bermuda and listed on the New York Stock Exchange (NYSE: SPNT)

“Offer Statement”	the Offer to Purchase and Consent Solicitation Statement issued by the Offeror on 21 March 2024 with respect to the Offer and the solicitation of the Consent
“percentage ratio(s)”	has the same meaning as ascribed to it under the Listing Rules
“Shareholder”	holder(s) of the ordinary shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tender Offer Consideration”	the total consideration minus the Early Tender Payment plus accrued and unpaid interest, if any, from and including the last payment date up to but excluding the Final Settlement Date
“Total Consideration”	the total consideration offered per US\$1,000 principal amount of the Notes validly tendered and accepted for purchase will be equal to the greater of (i) the sum of present value of the remaining payments of principal and interest on the Notes from the applicable settlement date to (but excluding) 1 August 2026 at a discount rate equal to reference yield calculated as set forth in the Offer Statement plus 0.45% and (ii) US\$1,000. The Total Consideration includes the Early Tender Payment
“US\$”	United States dollars, the lawful currency of United States of America
“%”	per cent.

In this announcement, amounts in US\$ are translated into HK\$ on the basis of US\$1 = HK\$7.85. The conversion rate is for illustration purposes only and should not be taken as a representation that US\$ 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, 5 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.