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## **EASYKNIT INTERNATIONAL HOLDINGS LIMITED**

**永義國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1218)**

### **DISCLOSEABLE TRANSACTION**

### **PURCHASE OF EQUITY LINKED NOTE OF BANK OF CHINA LIMITED**

#### **THE ACQUISITION**

The Company, through Ace Winner, a wholly-owned subsidiary of the Company, purchased an ELN of BOC on 30 July 2020 for a principal amount of HK\$20,000,000 (exclusive of transaction costs).

#### **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition exceed(s) 5% but are less than 25%, the Acquisition constitutes a discloseable transaction of the Company and are therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

#### **THE ACQUISITION**

The Company, through Ace Winner, a wholly-owned subsidiary of the Company, purchased an ELN of BOC on 30 July 2020 for a principal amount of HK\$20,000,000 (exclusive of transaction costs) and the major terms of the ELN of BOC are as follows:

#### **Major Terms of ELN**

- |     |                       |                              |
|-----|-----------------------|------------------------------|
| 1.  | Trade date:           | 30 July 2020                 |
| 2.  | Issuer:               | BNP Paribas Hong Kong Branch |
| 3.  | Linked equity:        | BOC                          |
| 4.  | Principal amount:     | HK\$20,000,000               |
| 5.  | Issue price:          | HK\$2.6600                   |
| 6.  | Strike price:         | HK\$2.6156                   |
| 7.  | Tenor:                | 2 months                     |
| 8.  | Coupon rate:          | 15% per annum                |
| 9.  | First valuation date: | 14 September 2020            |
| 10. | Final valuation date: | 13 October 2020              |
| 11. | Maturity date:        | 20 October 2020              |

The principal amount of the Acquisition shall be paid on 13 August 2020 and be satisfied in cash from internal resources of the Group.

*\* for identification purposes only*

## **INFORMATION OF ELN**

ELN is designated as financial assets at fair value through profit or loss. Each ELN is subject to mandatory redemption clause at a strike price until maturity dates depending on the market price of the BOC Shares underlying the ELN.

Each ELN has two payoff possibilities of which the Company shall receive the full face value of the ELN and the coupon interest on the fixing date (i.e. first valuation date and/or final valuation date) if the underlying stock price closes at or above the strike price. Conversely if the underlying stock price closes below the strike price, the Company will be obliged to take delivery of the underlying shares at the strike price. The number of shares to be received on maturity is calculated by dividing the ELN's full face value by the strike price.

The maximum risk exposure of the Company is at the time when the Company is obliged to take delivery of the underlying shares at the strike price, and the total amount of the funds for the acquisition of the underlying shares is limited to the principal amount of each ELN.

## **REASONS AND BENEFITS OF THE ACQUISITION**

The Group's principal activities are property development, property investment, securities investment and loan financing.

The Directors take the view that the ELN is one of the investment options that can earn potentially higher interest income (in the form of interest rates) than normal market deposit; and the ELN does not have any brokerage charges and clearing fees on the purchase of the underlying shares until the time when the underlying shares are delivered. By capitalizing on share movements, it is an opportunity to maximize market opportunities by earning more attractive interest rate. Moreover, the ELN has a flexible choice in terms of the share counters and tenors.

Having considered the above factors and the terms of the ELN, the present market conditions of the stock market and the track record of BOC, the Directors (including the independent non-executive Directors) are of the view that the Acquisition is fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

As the Acquisition was made through the market, the Company was not aware of the identities of the issuer of the ELN of BOC and accordingly, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, the issuer of the ELN of BOC and its respective ultimate beneficial owner(s) (where applicable) are Independent Third Parties.

## **INFORMATION ON BOC**

According to publicly available information, BOC is a joint-stock company incorporated in the PRC with limited liability and its H shares are listed on the main board of the Stock Exchange (stock code: 3988). BOC is a PRC-based commercial bank which is mainly engaged in the provision of banking and related financial services, including commercial banking business, investment banking business, insurance business, direct investments and investment management businesses, fund management business and aircraft leasing business, as well as others. BOC mainly provides loans to individual and corporate clients. It mainly operates its businesses in the PRC, Hong Kong, Macau and Taiwan, as well as other countries.

The following information is extracted from the public documents of BOC:

	<b>For the three months ended 31 March 2020</b>	<b>For the year ended 31 December</b>	
	<b>2019</b>	<b>2018</b>	<b>2018</b>
	<i>RMB million (unaudited)</i>	<i>RMB million (audited)</i>	<i>RMB million (audited)</i>
Total assets	24,024,645	22,769,744	21,267,275
Profit before income tax	68,596	250,645	229,643
Profit for the period/year	56,322	201,891	192,435
Net profit attributable to shareholders of BOC	52,583	187,405	180,086

As extracted from the report for the first quarter ended 31 March 2020 of BOC, the net assets value of BOC was approximately RMB2,058,514,000,000 as of 31 March 2020.

## **INFORMATION ON THE GROUP AND ACE WINNER**

The Company is an investment holding company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 1218). The Group is principally engaged in property investment, property development, securities investment and loan financing business.

Ace Winner, a wholly-owned subsidiary of the Company, is incorporated under the laws of Hong Kong with limited liability. The principal business of Ace Winner is investment holding.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition exceed(s) 5% but are less than 25%, the Acquisition constitutes a discloseable transaction of the Company and are 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 have the following meanings:

“Ace Winner”	Ace Winner Investment Limited, a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of the Company
“Acquisition”	the purchase of an ELN of BOC for a principal amount of HK\$20,000,000 (exclusive of transaction costs) by Ace Winner on 30 July 2020
“Board”	the board of the Directors
“BOC”	Bank of China Limited, a joint-stock company incorporated in the PRC with limited liability, the H shares of which are listed on the main board of the Stock Exchange (stock code: 3988)

“BOC Share(s)”	overseas listed foreign shares with a par value of RMB1.00 each in the share capital of BOC, listed on the main board of the Stock Exchange and traded in Hong Kong dollars
“Company”	Easyknit International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of Stock Exchange (stock code: 1218)
“Director(s)”	director(s) of the Company
“discloseable transaction”	as defined in the Listing Rules
“ELN”	the equity linked note issued to Ace Winner
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person(s) which, to the best knowledge and belief of the Directors having made all reasonable enquiries, is/are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of shares of the Company
“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
“%”	per cent.

By Order of the Board  
**Easyknit International Holdings Limited**  
**Tse Wing Chiu Ricky**  
*President and Chief Executive Officer*

Hong Kong, 31 July 2020

*As at the date hereof, the Board comprises Mr. Tse Wing Chiu Ricky, Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy as executive Directors; and Mr. Tsui Chun Kong, Mr. Jong Koon Sang and Mr. Hon Tam Chun as independent non-executive Directors.*