



**U.S. \$50,000,000**  
**BCCI FINANCE N.V.**  
*(Incorporated with limited liability in the Netherlands Antilles)*

**Guaranteed Floating Rate Notes due 1990**

Unconditionally and irrevocably guaranteed as to payment of  
principal and interest by

**BCCI HOLDINGS (LUXEMBOURG) S.A.**  
*(Incorporated as a Société Anonyme in the Grand Duchy of Luxembourg)*  
*(Régistre de Commerce, Luxembourg, No. B12810)*

The issue price of the Notes will be 100 per cent. of their principal amount.

The Notes mature in December 1990 and may be redeemed in whole or in part at the option of BCCI Finance N.V. on any Interest Payment Date falling in or after December 1988 at their principal amount. In addition, the Notes may be redeemed at their principal amount on any Interest Payment Date in the event that Netherlands Antilles or Luxembourg taxes are imposed on payments on the Notes, as described under "Description of the Notes - Redemption and Purchase".

Notes may be redeemed at their principal amount at the option of a holder thereof on any Interest Payment Date falling in or after December 1988 as described under "Description of the Notes - Redemption and Purchase".

Interest will be payable semi-annually in June and December and will (subject to a minimum rate of 5 3/4 per cent. per annum) be at an annual rate of 1/4 per cent. above the London inter-bank offered rate for six months Eurodollar deposits as described under "Description of the Notes - Interest".

The Notes will be unsecured obligations of BCCI Finance N.V. The due payment of the principal and interest in respect of the Notes will be unconditionally and irrevocably guaranteed by BCCI Holdings (Luxembourg) S.A. as described under "Description of the Notes - Guarantee".

Principal of and interest on the Notes will be payable in Hong Kong, London and Luxembourg as described under "Description of the Notes - Payments". Such payments will be made without any deduction, or withholding, for or on account of Netherlands Antilles or Luxembourg taxes, as described under "Description of the Notes - Taxation".

Application has been made to list the Notes on the Luxembourg Stock Exchange.

The Notes will initially be represented by a temporary Global Note without interest coupons. The temporary Global Note will be delivered to Cedel S.A. for the account of the Managers as agents of the subscribers against payment to BCCI Finance N.V. on or about December 1, 1983. The temporary Global Note will be exchangeable for definitive Notes, with interest coupons, not earlier than 90 days following the completion of the distribution of the Notes, as determined by Bank of America International Limited, and after due certification of non-United States beneficial ownership.

**Bank of America International Limited      London & Continental Bankers Limited**  
**Abu Dhabi Investment Company              Arab Banking Corporation (ABC)**  
**Bank of China              Banque Arabe et Internationale d'Investissement (B.A.I.I.)**  
**Banque Nationale de Paris              Bayerische Vereinsbank Aktiengesellschaft**  
**Credit Suisse First Boston Limited              First Chicago Limited**  
**Kidder, Peabody International Limited      Kuwait International Investment Co. s.a.k.**  
**Lehman Brothers Kuhn Loeb International, Inc.      Merrill Lynch Capital Markets**  
**Orlon Royal Bank Limited              Prudential-Bache Securities**  
**Sanwa Bank (Underwriters) Limited**

Prospectus dated November 22, 1983

## Shareholders

As at June 30, 1983 the following shareholders held the issued share capital of BCC.

Name of Shareholder	% Holding
HE Dr Ghaleb Phares	16.00
HE Sheikh Khalifa Bin Zaid Al Nahyan	13.00
Abu Dhabi Investment Authority	10.00
ICIC Foundation (see Note)	10.00
ICIC Staff Benefit Fund (see Note)	10.00
Mr Wahid Phares	7.34
HE Sheikh Kamal Arifan	3.67
Mr Hafid Khalil	3.44
Mr Mohammed M. Hammoud	3.30
Stock Holding Company S.A.	2.00
Mr Butti Bin Bishr	2.60
Mr Faisal Saad Al Fozai	2.40
HE Sheikh Hamdan Bin Mohammed Al Nahyan	1.24
HEH Prince Turki Bin Nasser Bin Abdul Aziz Al Saud	1.21
HE Sheikh Marjan Bin Rashid Al-Maktoum	0.97
Crescent Holding Company S.A.	0.10
Sheikh Ahmad Faidi Mohd Al-Azaki	0.10
Mr El Sayed El Sayed El Ouhay	0.10
HE Sheikh Matarah Bin Mohammed Al Nahyan	0.82
Rhal Corporation S.A.	0.71
HE Al Binwafa	0.64
Ali Mohammed Bin Aqeel Bannar and Sons	0.64
Abdullah Saad Barar Al-Rawas and Sons	0.64
HE Sheikh Fahim Bin Mohammed Al Nahyan	0.56
Mr Saif Bin Darwazah Bin Ahmad	0.53
Sheikh Ali Abdallah Bughshan	0.49
George Town Funding Company Limited	0.49
HE Sheikh Zayed Bin Sultan Al Nahyan	0.47
Mr Mohammed Tawfik Jaleel	0.40
Mr Jamal H. Jawa	0.36
HE Sheikh Khalifa Bin Salman Al Khalifa	0.34
Sheikh Salem Ahmad Alghalbi	0.34
Mr Abdul Aziz Ahmad Darwazah Al Turki	0.32
Dr Mansoor Al Otaiba	0.27
HE Sheikh Kamal Bin	0.26
HE Sheikh Sultan Bin Mohammed Al Jassbi	0.18
HE Sheikh Faisal Bin Sultan Al Jassbi	0.17
Mr Ali Bin Ahmad Al Dabbal	0.10
HEH Prince Nafi Bin Abdul Aziz Al Saud	0.16
Mr Hani Bin Sultan	0.09
Mr Nasser Mohammed Al Nuwala	0.06
Mr Abdullah Nasser Alawad	0.04
Mr S. M. Swaleh Nayvi	0.03
Mr Khalifa Sultan Al Katibiy	0.01
Mr Ghazi Bin Salah Al Nuaimy	0.01
Other Shareholders	0.77
Total	100.00

### Note:

The ICIC Foundation, incorporated and resident in the Cayman Islands, is a wholly owned subsidiary of the RCT Foundation which is a company incorporated in the United Kingdom and registered as a charity under English law. The latter is established for general charitable purposes under English law, but particularly to promote the relief of poverty and the advancement of education and religion.

The ICIC Staff Benefit Fund, incorporated and resident in the Cayman Islands, is a wholly owned subsidiary of the ICIC Foundation which is constituted and administered as a discretionary trust in the Cayman Islands for the benefit of employees and former employees of the BCC Group and their dependants.

The members of the Governing Board of the ICIC Foundation of the United Kingdom are also the Trustees of the ICIC Staff Benefit Fund and are executives of the BCC Group.

### Development of Capital Structure

Shareholders of BCC have played a significant investment role through the provision of subordinated loan capital, the subscription of rights issues and the retention of profits through the issue of stock dividends.

The following table outlines subordinated loan capital, rights issues and stock dividends in each of the years 1976 to 1982.

	Subordinated Loan Capital	Rights Issues Nominal Value	Premium	Stock Dividends
	<i>(in thousands of dollars)</i>			
1976	1,500*	—	—	—
1976	8,600*	1,800	—	13,000
1977	30,000	10,000	15,000	10,000
1978	—	20,000	30,000	—
1979	—	15,000	22,500	5,000
1980	15,000	15,000	22,500	20,000
1981	—	25,000	75,000	42,500
1982	—	10,000	30,000	60,000
	<u>45,000</u>	<u>96,500</u>	<u>195,000</u>	<u>150,500</u>

\* Since redeemed.