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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 ACQUISITION OF NOTES

ACQUISITION

On 14 February 2025, Preferred Investment acquired a principal amount of US\$5,000,000 KSA Notes II at the purchase price of approximately US\$100.6 on over-the-counter market at a consideration of approximately US\$5,055,625 (equivalent to approximately HK\$39,686,656.25).

LISTING RULES IMPLICATIONS

As the Previous Acquisition and the Acquisition were made within a twelve-month period, they shall be aggregated as a series of transactions for the Company pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio in relation to the Acquisitions, on an aggregated basis, is less than 25% but more than 5%, the Acquisitions constitute discloseable transactions for the Company and are therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

ACQUISITION

On 14 February 2025, Preferred Investment acquired a principal amount of US\$5,000,000 KSA Notes II at the purchase price of approximately US\$100.6 on over-the-counter market at a consideration of approximately US\$5,055,625 (equivalent to approximately HK\$39,686,656.25). Internal resources of the Group will be used to fund the Acquisition.

KSA Notes II are issued by the Kingdom of Saudi Arabia (acting through the Ministry of Finance) and are listed primarily on the London Stock Exchange.

PREVIOUS ACQUISITION

On 7 February 2025, Preferred Investment acquired a principal amount of US\$3,000,000 KSA Notes I at the purchase price of approximately US\$100.74 on over-the-counter market at a consideration of approximately US\$3,051,512.50 (equivalent to approximately HK\$23,954,373.13). Internal resources of the Group have been used to fund the Previous Acquisition.

KSA Notes I are issued by KSA Sukuk Limited and are listed primarily on the London Stock Exchange.

As all applicable percentage ratios in respect of the Previous Acquisition were less than 5%, the Previous Acquisition did not constitute a discloseable transaction of the Company pursuant to Chapter 14 of the Listing Rules.

INFORMATION OF PREFERRED INVESTMENT, THE COMPANY AND THE GROUP

Preferred Investment is a company incorporated in the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company. The principal business of Preferred Investment is investment management.

The principal activity of the Company is investment holding. 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 ISSUERS

The issuer of the KSA Notes I is KSA Sukuk Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands. All the issued shares of KSA Sukuk Limited are held by the Kingdom of Saudi Arabia. KSA Sukuk Limited has been established to issue the KSA Notes I, the proceeds of which shall be used by the Kingdom of Saudi Arabia for general domestic budgetary purposes and financing infrastructure projects.

The issuer of KSA Notes II is the Kingdom of Saudi Arabia (acting through the Ministry of Finance).

INFORMATION OF THE COUNTERPARTIES

Preferred Investment acquired KSA Notes I from Jefferies International Limited.

Jefferies International Limited is a U.K. broker-dealer and a subsidiary of Jefferies Financial Group Inc., which is a U.S.-headquartered global full-service investment banking and capital markets firm. The common shares of Jefferies Financial Group Inc. are listed on the New York Stock Exchange (stock code: JEF). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Jefferies International Limited and Jefferies Financial Group Inc. are third parties independent from the Company and its connected persons.

Preferred Investment acquired KSA Notes II from First Abu Dhabi Bank PJSC.

First Abu Dhabi Bank PJSC is an Abu Dhabi-headquartered bank and its shares are listed on the Abu Dhabi Securities Exchange (stock code: FAB). First Abu Dhabi Bank PJSC primarily engages in corporate and investment banking, personal banking and private banking. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, First Abu Dhabi Bank PJSC is a third party independent from the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Acquisition provides the Group with long-term investment opportunity, which enables the Group to generate a stable investment return while utilising its capital resources with commensurate risk.

Having considered the terms of the Acquisition, the Directors consider that the terms of the Acquisition are fair and reasonable and on normal commercial terms, and the Acquisition 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 Previous Acquisition and the Acquisition were made within a twelve-month period, they shall be aggregated as a series of transactions for the Company pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio in relation to the Acquisitions, on an aggregated basis, is less than 25% but more than 5%, the Acquisitions constitute discloseable transactions for the Company and are therefore 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:

“Acquisition”	the acquisition of KSA Notes II by Preferred Investment on 14 February 2025
“Acquisitions”	the Acquisition and the Previous Acquisition
“Board”	the board of Directors
“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
“Group”	the Company and its subsidiaries

“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
“KSA Notes I”	US\$1,500,000,000 5.25% trust certificates due 4 June 2030 issued by KSA Sukuk Limited on 4 June 2024
“KSA Notes II”	US\$5,000,000,000 5.125% notes due 13 January 2028 issued by the Kingdom of Saudi Arabia (acting through the Ministry of Finance) on 13 January 2025
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“percentage ratio(s)”	has the same meaning as ascribed to it under the Listing Rules
“Preferred Investment”	Preferred Investment Management Limited
“Previous Acquisition”	the acquisition of KSA Notes I by Preferred Investment on 7 February 2025
“Shareholder(s)”	holder(s) of the ordinary shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning as ascribed to it under the Listing Rules
“US\$”	US dollars, the lawful currency of the United States of America
“%”	per cent.

In this announcement, amounts in US\$ are translated into HK\$ on the basis of US\$1.00 = 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, 17 February 2025

As at the date of this announcement, the Board comprises Mr. XIAO Ting, Mr. SHAN Zengjian and Ms. ZHU Chen as Non-executive Directors; Mr. XIE Jie, Mr. WANG Xianjia and Mr. TAN Yueheng as Executive Directors; and Mr. TSE Yung Hoi, Mr. MA Ning and Mr. LIN Zhijun as Independent Non-executive Directors.