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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 19 February 2025, Preferred Investment acquired, in aggregate, a principal amount of US\$15,000,000 QNBK Notes at the purchase price between US\$100 and US\$100.1 on over-the-counter market at a total consideration of approximately US\$15,012,000 (equivalent of approximately HK\$117,844,200).

#### **LISTING RULES IMPLICATIONS**

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

#### **ACQUISITION**

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The QNBK Notes will be issued by the Issuer and listed on the London Stock Exchange and Taiwan Stock Exchange.

## **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 ISSUER**

The Issuer is an exempted company with limited liability incorporated under the laws of the Cayman Islands. The Issuer is a wholly-owned subsidiary of QNB, which is a commercial bank headquartered in Doha, Qatar. QNB provides corporate banking, retail banking and asset and wealth management services. Shares of QNB are listed on the Qatar Stock Exchange (stock code: QNBK). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Issuer and QNB are third parties independent from the Company and its connected persons.

## **INFORMATION OF THE COUNTERPARTIES**

Preferred Investment acquired a principal amount of US\$3,000,000, US\$8,000,000 and US\$4,000,000 QNBK Notes from SCB, Jefferies and HSBC, respectively.

SCB is a licensed bank incorporated in Hong Kong and a wholly-owned subsidiary of Standard Chartered PLC. Standard Chartered PLC is a British multinational bank with operations in wealth management, retail banking and corporate and investment banking. Shares of Standard Chartered PLC are listed on the Stock Exchange (stock code: 2888) and the London Stock Exchange (stock code: STAN). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, SCB and Standard Chartered PLC are third parties independent from the Company and its connected persons.

Jefferies 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 and Jefferies Financial Group Inc. are third parties independent from the Company and its connected persons.

HSBC is an indirect wholly-owned subsidiary of HSBC Holdings plc, which is a banking and financial services company and its shares are primarily listed on the Stock Exchange (stock code: 5) and the London Stock Exchange (stock code: HSBA). HSBC holds approximately 19.03% of the total issued shares of BOCOM. Therefore, HSBC is a substantial shareholder of BOCOM. Save as disclosed in the foregoing, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, HSBC and HSBC Holdings plc are third parties independent from the Company and its connected persons.

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

The Acquisition provides the Group with a 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 highest applicable percentage ratio in relation to the Acquisition is less than 25% but more than 5%, the Acquisition constitutes a discloseable transaction for the Company and is 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 acquisitions of, in aggregate, a principal amount of US\$15,000,000 QNBK Notes by Preferred Investment on 19 February 2025
“Board”	the board of Directors
“BOCOM”	Bank of Communications Co., Ltd.*交通銀行股份有限公司, a company registered in the People’s Republic of China as a joint stock limited liability company, the H shares and A shares of which are listed on the Stock Exchange and Shanghai Stock Exchange, respectively, and the ultimate controlling shareholder 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
“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

“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Issuer”	QNB Finance Ltd, information of which is stated in the section headed “Information of the Issuer” in this announcement
“Jefferies”	Jefferies International Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“percentage ratios”	has the same meaning as ascribed to it under the Listing Rules
“Preferred Investment”	Preferred Investment Management Limited
“QNB”	Qatar National Bank (Q.P.S.C.), information of which is stated in the section headed “Information of the Issuer” in this announcement
“QNBK Notes”	US\$700,000,000 aggregate principal amount of senior unsecured floating rate notes due 4 March 2030 to be issued by the Issuer on 4 March 2025 and guaranteed by QNB
“SCB”	Standard Chartered Bank (Hong Kong) Limited
“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, 20 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.*