

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 Nomura Notes II at the purchase price of approximately US\$100.77 on over-the-counter market at a consideration of approximately US\$5,069,432.75 (equivalent to approximately HK\$39,795,047.09).

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 Nomura Notes II at the purchase price of approximately US\$100.77 on over-the-counter market at a consideration of approximately US\$5,069,432.75 (equivalent to approximately HK\$39,795,047.09). Internal resources of the Group will be used to fund the Acquisition.

Nomura Notes II are issued by the Issuer and are listed on the Singapore Exchange.

PREVIOUS ACQUISITION

On 7 January 2025, Preferred Investment acquired a principal amount of US\$5,000,000 Nomura Notes I at the purchase price of approximately US\$100.919 on over-the-counter market at a consideration of approximately US\$5,050,692.77 (equivalent to approximately HK\$39,647,938.24). Internal resources of the Group have been used to fund the Previous Acquisition.

Nomura Notes I are issued by the Issuer and are listed on the Singapore 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 ISSUER

The Issuer is a financial holding company and a principal member of the Nomura Group, which is an investment bank and brokerage group in Japan. The Issuer engages in securities businesses, investment banking, asset management services, trust banking and other related services. Shares of the Issuer are listed on stock exchanges including the Tokyo Stock Exchange (stock code: 8604) and the New York Stock Exchange (stock code: NMR). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Issuer is a third party independent from the Company and its connected persons.

INFORMATION OF THE COUNTERPARTIES

Preferred Investment acquired Nomura Notes I from Haitong International.

Haitong International is a securities firm based in Hong Kong. The regulated activities carried out by Haitong International include dealing in securities and advising on securities. Haitong International is a subsidiary of Haitong Securities Co., Ltd., a securities firm incorporated in People's Republic of China and listed on the Stock Exchange (stock code: 6837) and the Shanghai Stock Exchange (stock code: 600837). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Haitong International and Haitong Securities Co., Ltd. are third parties independent from the Company and its connected persons.

Preferred Investment acquired Nomura Notes II from BNP Paribas.

BNP Paribas is a French multinational bank and financial services holding company headquartered in Paris. The shares of BNP Paribas are listed on Euronext Paris (stock code: BNP). BNP Paribas engages in corporate and institutional banking, commercial, personal banking and investment services. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, BNP Paribas 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 Nomura 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

“Haitong International”	Haitong International Securities Company Limited, a company incorporated with limited liability under the laws of Hong Kong, information of which is stated in the section headed “Information of the Counterparties” in this announcement
“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
“Issuer”	Nomura Holdings, Inc., a joint stock corporation incorporated with limited liability under the laws of Japan, information of which is stated in the section headed “Information of the Issuer” in this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomura Notes I”	US\$500,000,000 aggregate principal amount of senior floating rate notes due 2 July 2027 issued by the Issuer on 3 July 2024 and listed on the Singapore Exchange
“Nomura Notes II”	US\$600,000,000 5.709% senior notes due 9 January 2026 issued by the Issuer on 11 January 2023 and listed on the Singapore 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 Nomura Notes I by Preferred Investment on 7 January 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.