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China Industrial Securities International Financial Group Limited

興證國際金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6058)

DISCLOSEABLE TRANSACTION IN RELATION TO SUBSCRIPTION OF NOTES

THE SUBSCRIPTION

On 20 March 2024 (after trading hours), CISI Investment, an indirect wholly-owned subsidiary of the Company, has subscribed through the lead manager to the offer of the Notes by the Issuer, and such order was confirmed and CISI Investment has been allocated with the Notes in the subscription amount of US\$5,000,000 (equivalent to approximately HK\$39,250,000) on 20 March 2024 (after trading hours), at a consideration of US\$5,000,000 (equivalent to approximately HK\$39,250,000), exclusive of transaction costs.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscription exceeds 5% but is less than 25%, the Subscription constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

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The order to subscribe

Date: 20 March 2024

Parties: 1. CISI Investment as subscriber

2. The lead manager to the offer of the Notes by the Issuer

To the best of the information, knowledge and belief of the Directors, the lead manager and its respective ultimate beneficial owners are Independent Third Parties.

The Subscription was funded from its internal resources.

Principal terms of the Notes

Issuer:	QNB Finance Ltd
Guarantor	Qatar National Bank (Q.P.S.C.)
Guarantee:	Payment obligations of the Issuer under the Notes will be unconditionally and irrevocably guaranteed by the Guarantor.
Aggregate Principal Amount:	US\$800,000,000
Subscription Amount:	US\$5,000,000 (equivalent to approximately HK\$39,250,000)
Issue Price:	100% of the principal amount of the Notes
Form and Denomination:	The Notes will be issued in registered form in denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof.
Interest:	Floating rate, SOFR + 120 basis points
Issue Date:	2 April 2024
Maturity Date:	2 April 2029
Status of the Notes and Guarantee:	The Notes and Guarantee will constitute direct, unconditional and (subject to the Terms and Conditions) unsecured obligations of the Issuer and the Guarantor, respectively, and will rank pari passu among themselves and (save for such exceptions as may be provided by applicable legislation and subject to the Terms and Conditions) at least equally with all other unsecured and unsubordinated obligations of the Issuer and the Guarantor, respectively, from time to time outstanding.
Listing:	Listed on the main market of the London Stock Exchange and on Taipei Exchange, subject to applications and listing approvals.
Ratings of Guarantor:	Aa3 Stable (Moody's Investors Service Cyprus Limited) / A+ Stable (S&P, Global Ratings Europe Limited) / A Positive (Fitch Ratings Limited)
Rating of Issue:	A+ (S&P, Global Ratings Europe Limited)

INFORMATION OF THE ISSUER AND THE GUARANTOR

According to the offering circular of the Notes, the Issuer is an exempted company incorporated in the Cayman Islands with limited liability, which is an indirect wholly-owned subsidiary of the Guarantor. The Issuer was established to raise capital through financing instruments including the Notes.

The Guarantor was incorporated as a Qatari public shareholding company in Qatar. The Guarantor offers a broad suite of financial products and services to its customers, with business divisions focused on corporate banking, retail banking, international banking, asset and wealth management services and treasury. The Government of Qatar, through the Qatar Investment Authority, owns 50% of the Guarantor's share capital (all of which is listed on the Qatar Stock Exchange and trades under the ticker symbol "QNBK"), being the ultimate beneficial owner of the Guarantor.

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Issuer and its respective ultimate beneficial owners are Independent Third Parties.

INFORMATION OF THE GROUP

The Group is principally engaged in the provision of brokerage services, margin financing services, corporate finance services, asset management services and financial products and investments.

REASONS AND BENEFITS FOR THE SUBSCRIPTION

The Group subscribed the Notes for investment purpose. The investment strategy of the Group is, among others, to generate stable return to the Group within an acceptable risk level by investing in a broad diversification of portfolio, including but not limited to stocks, bonds, funds, structured products and derivatives in different business sectors to broaden its revenue streams and to seek sustainable business which increase value for its shareholders. In addition, the Group has sought an opportunity to balance and diversify its investment portfolio when opportunities arose and would, from time to time, realise its investment which to do so will be in the best interests of the Group.

The Directors consider that the Subscription provides the Group with an opportunity to balance and diversify its investment portfolio, as well as to generate stable return to the Group within an acceptable risk level. The Subscription is in line with the Group's investment strategy.

The Directors consider the terms of the Subscription and the Terms and Conditions are on normal commercial terms which are fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

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DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the

meanings set out below:

“Board”	the board of Directors
“CISI Investment”	CISI Investment Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company. Its principal business is investment
“Company”	China Industrial Securities International Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on the Main Board of the Stock Exchange (stock code: 6058)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantor”	Qatar National Bank (Q.P.S.C.), information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in this announcement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons
“Issuer”	QNB Finance Ltd, information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	US\$800,000,000 Floating Rate Senior Guaranteed Medium Term Notes due 2029 issued by the Issuer and unconditionally and irrevocably guaranteed by the Guarantor, information of which are stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in this announcement
“PRC”	the People’s Republic of China
“Qatar”	the State of Qatar
“Shareholder(s)”	holder(s) of the issued shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Notes by CISI Investment on 20 March 2024

“Terms and Conditions”	the terms and conditions of the Notes
“US\$”	United States 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
China Industrial Securities International Financial Group Limited
Xiong Bo
Chairman

Hong Kong, 21 March 2024

As at the date of this announcement, the Board comprises one non-executive Director, namely Mr. Xiong Bo (Chairman), one executive Director, namely Ms. Zhang Chunjuan, and three independent non-executive Directors, namely Ms. Hong Ying, Mr. Tian Li and Mr. Qin Shuo.