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民銀資本控股有限公司

CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITIONS OF NOTES AND CONVERTIBLE SECURITIES

THE ACQUISITIONS

On 1 March 2023 and 9 July 2024, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Notes and Convertible Securities in an aggregate principal amount of US\$7,000,000 (equivalent to approximately HK\$54,657,400), at a total consideration of approximately US\$7,288,755.25 (equivalent to approximately HK\$56,912,058.74) in the over-the-counter market.

LISTING RULES IMPLICATIONS

As the highest relevant applicable percentage ratio (as defined under the Listing Rules) in respect of each of (i) the Acquisition on a stand-alone basis; and (ii) the Acquisitions when aggregated with the Previous Acquisition, exceeds 5% but is less than 25%, the Acquisitions constitute a disclosable 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.

THE ACQUISITIONS

The Board announces that on 1 March 2023 and 9 July 2024, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Notes and Convertible Securities in an aggregate principal amount of US\$7,000,000 (equivalent to approximately HK\$54,657,400), at a total consideration of approximately US\$7,288,755.25 (equivalent to approximately HK\$56,912,058.74) in the over-the-counter market.

Summary of principal terms of the Notes

Issuer	:	Standard Chartered PLC
Aggregate Principal Amount	:	US\$1,000,000,000
Issue Price	:	100%
Issue Date	:	16 November 2022
Interest	:	The Notes will initially bear interest at 7.776% per annum until (but excluding) the reset date (i.e. 16 November 2024). On the reset date, the interest rate will be reset to the sum of the Reference Bond Rate (as defined in the Prospectus and Ancillary Documents) and 3.100% per annum as determined by the calculation agent on the relevant reset determination date
Maturity	:	16 November 2025
Listing	:	London Stock Exchange

Summary of principal terms of the Convertible Securities

Issuer	:	Standard Chartered PLC
Aggregate Principal Amount	:	US\$1,000,000,000
Issue Price	:	100%
Issue Date	:	8 March 2024
Interest	:	From (and including) 8 March 2024 to (but excluding) 8 September 2030, the Convertible Securities will bear interest at a fixed rate of 7.875% per annum. The interest rate will be reset on 8 September 2030 (the “ First Reset Date ”) and each date falling five, or an integral multiple of five, years after the First Reset Date and equal to the Treasury Yield (as defined in the Offering Circular) plus 3.574% per annum as determined by the interest calculation agent on the applicable reset determination date
Maturity	:	Perpetual
Listing	:	London Stock Exchange

As the Acquisitions were made through the securities broker(s) of CMBC Investment (HK) in the over-the-counter market, the identity of the ultimate seller(s) cannot be ascertained. On this basis, to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and their respective ultimate beneficial owner(s) (if any) are Independent Third Parties.

The Acquisitions were funded from the Company’s internal resources.

INFORMATION OF THE ISSUER

According to the public information available to the Company, the Issuer is listed on the London Stock Exchange (stock code: STAN) and the Hong Kong Stock Exchange (stock code: 2888). The Issuer is an international banking and financial services group particularly focused on the markets of Asia, Africa, the Middle East, Europe and the Americas.

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 ultimate beneficial owners are Independent Third Parties.

INFORMATION OF THE COMPANY AND THE GROUP

The Company is a company incorporated in Bermuda with limited liability and is an investment holding company.

The Group is principally engaged in the securities business, investment and financing and asset management and advisory business.

REASONS AND BENEFITS FOR THE ACQUISITIONS

The Group acquired the Notes and Convertible Securities for investment purpose. The Directors consider that the Acquisitions provide the Group with an opportunity to balance and diversify its investment portfolio, as well as to generate stable return to the Group. The Acquisitions are in line with the Group's investment strategy. The Directors consider that the Acquisitions are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest relevant applicable percentage ratio (as defined under the Listing Rules) in respect of each of (i) the Acquisition on a stand-alone basis; and (ii) the Acquisitions when aggregated with the Previous Acquisition, exceeds 5% but is less than 25%, the Acquisitions constitute a disclosable 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.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the meanings set out below:

“Acquisition”	the acquisition of the Convertible Securities in the principal amount of US\$5,000,000 (equivalent to approximately HK\$39,041,000) at a consideration of approximately US\$5,174,531.25 (equivalent to approximately HK\$40,403,774.91) by CMBC Investment (HK) on 9 July 2024 in the over-the-counter market
“Acquisitions”	the Acquisition and the Previous Acquisition
“Board”	the board of Directors
“CMBC Investment (HK)”	CMBC Investment (HK) Limited, a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of the Company
“Company”	CMBC Capital Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1141)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Convertible Securities”	US\$1,000,000,000 7.875% Resetting Perpetual Subordinated Contingent Convertible Securities (ISIN USG84228GE26) issued by the Issuer, Offering Circular of which is published on the website of the Issuer
“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
“Independent Third Party(ies)”	a person or company who or which is, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, not a connected person of the Company
“Issuer”	Standard Chartered PLC, 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
“Notes”	US\$1,000,000,000 7.776% Fixed Rate Reset Notes due 2025 (ISIN USG84228FH65) issued by the Issuer, Prospectus and Ancillary Documents of which are published on the website of the Issuer
“Offering Circular”	the offering circular issued by the Issuer in relation to the Convertible Securities dated 29 February 2024
“Previous Acquisition”	the acquisition of the Notes in an aggregate principal amount of US\$2,000,000 (equivalent to approximately HK\$15,616,400) at a total consideration of approximately US\$2,114,224.00 (equivalent to approximately HK\$16,508,283.84) by CMBC Investment (HK) on 1 March 2023 in the over-the-counter market
“Prospectus and Ancillary Documents”	the base prospectus dated 15 June 2022 and other ancillary documents issued by the Issuer in relation to the Notes
“Shareholder(s)”	holder(s) of the issued share(s) of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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\$7.8082. 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
CMBC Capital Holdings Limited
Li Baochen
Chairman

Hong Kong, 9 July 2024

As at the date of this announcement, the executive Directors are Mr. Li Baochen, Mr. Li Ming and Mr. Ng Hoi Kam; the non-executive Director is Mr. Yang Kunpeng; and the independent non-executive Directors are Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua.