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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 ACQUISITION OF NOTES

THE ACQUISITION

On 17 July 2024, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Notes in an aggregate principal amount of US\$7,000,000 (equivalent to approximately HK\$54,657,400), at a total consideration of approximately US\$7,026,918.98 (equivalent to approximately HK\$54,867,588.78) 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 the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes 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 ACQUISITION

The Board announces that on 17 July 2024, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Notes in an aggregate principal amount of US\$7,000,000 (equivalent to approximately HK\$54,657,400), at a total consideration of approximately US\$7,026,918.98 (equivalent to approximately HK\$54,867,588.78) in the over-the-counter market.

Summary of principal terms of the Notes

Issuer	:	BOCOM Leasing Management Hong Kong Company Limited
Keepwell Provider	:	Bank of Communications Financial Leasing Co., Ltd.
Aggregate Principal Amount	:	US\$650,000,000
Issue Price	:	100%
Issue Date	:	26 June 2024
Interests	:	The Notes bear interest on their outstanding principal amount from and including 26 June 2024 at the rate which is equal to SOFR Compounded Index (as defined in the Offering Documents) plus 0.68% per annum, payable in arrear on 26 March, 26 June, 26 September and 26 December
Maturity	:	Interest payment date falling on or nearest to 26 June 2027
Listing	:	Stock Exchange

As the Acquisition was 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 Acquisition was funded from the Company's internal resources.

INFORMATION OF THE ISSUER AND THE KEEPWELL PROVIDER

According to the Offering Documents, the Issuer is a limited liability company incorporated in Hong Kong on 9 October 2015. The Issuer is an indirect wholly-owned subsidiary of the Keepwell Provider. The Issuer serves as an operating platform for the overseas operations in shipping leasing of the Keepwell Provider's group.

According to the Offering Documents, the Keepwell Provider was incorporated in December 2007, and is wholly owned by Bank of Communications Co., Ltd. ("BOCOM"). As the sole leasing platform of BOCOM, the Keepwell Provider has a diversified leasing businesses portfolio with various segments including public infrastructure, energy equipment, machinery equipment, aviation and shipping, etc.

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, the Keepwell Provider and their respective 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 ACQUISITION

The Group acquired the Notes for investment purpose. The Directors consider that the Acquisition provides the Group with an opportunity to balance and diversify its investment portfolio, as well as to generate stable return to the Group. The Acquisition is in line with the Group's investment strategy. The Directors consider that the Acquisition is fair and reasonable and is 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 the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes 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 Notes in the principal amount of US\$7,000,000 (equivalent to approximately HK\$54,657,400) at a consideration of approximately US\$7,026,918.98 (equivalent to approximately HK\$54,867,588.78) by CMBC Investment (HK) on 17 July 2024 in the over-the-counter market
“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
“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”	BOCOM Leasing Management Hong Kong Company Limited (交銀租賃管理香港有限公司), information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE KEEPWELL PROVIDER” in this announcement
“Keepwell Provider”	Bank of Communications Financial Leasing Co., Ltd. (交銀金融租賃有限責任公司), information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE KEEPWELL PROVIDER” in this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	US\$650,000,000 Floating Rate Notes due 2027 (ISIN XS2849213058)(stock code: 5053) issued by the Issuer, Offering Documents of which are published by the Issuer on the website of the Stock Exchange
“Offering Documents”	the offering circular issued by the Issuer in relation to the Issuer’s US\$10,000,000,000 medium term note programme dated 15 March 2024, and the respective supplemental offering circular and pricing supplement in relation to the issue of the Notes under the aforesaid medium note programme, each dated 20 June 2024, available on the website of the Stock Exchange
“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, 17 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.