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CMBC International Holdings Limited
(incorporated in Hong Kong with limited liability)



CMBC Capital Holdings Limited
(formerly known as "Skyway Securities Group Limited")
(incorporated in Bermuda with limited liability)
(Stock Code: 1141)

CMBC International Investment Limited
(incorporated in the BVI with limited liability)

JOINT ANNOUNCEMENT

(A) DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO

**MANDATORY UNCONDITIONAL CASH OFFER BY
PLATINUM SECURITIES COMPANY LIMITED
ON BEHALF OF CMBC INTERNATIONAL INVESTMENT LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN
CMBC CAPITAL HOLDINGS LIMITED
(FORMERLY KNOWN AS "SKYWAY SECURITIES GROUP LIMITED")
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE
ACQUIRED BY CMBC INTERNATIONAL INVESTMENT LIMITED
AND PARTIES ACTING IN CONCERT WITH IT),**

(B) APPOINTMENT OF DIRECTORS

**(C) CHANGE OF COMPOSITION OF MEMBER OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

(D) CHANGE OF COMPANY SECRETARY AND

(E) CHANGE OF AUTHORIZED REPRESENTATIVE

Reference is made to (i) the joint announcement (the "**Joint Announcement**") dated 8 March 2017 jointly issued by the Company and the Offeror in relation to, among others, the Sale and Purchase Agreements, the Subscription Agreement and the Offer and (ii) the composite document dated 7 June 2017 jointly issued by the Company and the Offeror (the "**Composite Document**") in relation to the Offer. Capitalised terms used herein, unless the context requires otherwise, shall bear the same meanings as defined in the Composite Document.

DESPATCH OF COMPOSITE DOCUMENT

The Composite Document containing, among others, (i) the expected timetable of the Offer; (ii) the letter from Platinum setting out the terms of the Offer; (iii) the letter from the Board containing information on the Group; (iv) the letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of the Offer; and (v) the letter from Optima Capital to the Independent Board Committee in respect of the Offer, together with the Form of Acceptance, has been despatched to the Shareholders on 7 June 2017 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company.

Event	Time and Date
Despatch date of the Composite Document and the accompanying Form(s) of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Wednesday, 7 June 2017
Offer open for acceptance (<i>Note 2</i>).	Wednesday, 7 June 2017
Latest time and date for acceptance of the Offer (<i>Note 2</i>)	by 4:00 p.m. on Wednesday, 28 June 2017
Closing Date (<i>Note 2</i>)	Wednesday, 28 June 2017
Announcement of the results of the Offer (or its extension or revision, if any), to be posted on the website of the Stock Exchange (<i>Note 2</i>).	by 7:00 p.m. on Wednesday, 28 June 2017
Latest date for posting of remittances in respect of valid acceptances received under the Offer (<i>Note 3</i>)	Friday, 7 July 2017

Notes:

1. The Offer, which are unconditional, are made on the date of posting of the Composite Document, and are capable of acceptance on and from that date until the Closing Date.
2. The latest time and date for acceptance of the Offer will be at 4:00 p.m. on Wednesday, 28 June 2017 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on Wednesday, 28 June 2017 stating whether the Offer have been extended, revised or have expired. In the event that the Offeror decides to revise or extend the Offer, at least 14 days' notice by way of an announcement will be given before the Offer are closed to those Independent Shareholders who have not accepted the Offer.

The Offer is unconditional in all aspects. Independent Shareholders are strongly advised to read the Composite Document and the Form of Acceptance with due care, including the recommendation of the Independent Board Committee and the advice from Optima Capital to the Independent Board Committee, in respect of the Offer, before deciding whether or not to accept the Offer. Shareholders and/or potential investors are advised to exercise caution when dealing in the Shares.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that with effect from 7 June 2017 following the despatch of the Composite Document, (1) Mr. Li Jinze is appointed as an executive Director and the Chairman of the Company; (2) each of Mr. Ren Hailong and Mr. Liao Zhaohui is appointed as non-executive Director; and (3) each of Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua is appointed as independent non-executive Director. Ms. Lin Yuehe has ceased to be the Chairlady of the Company but remains as an executive Director.

Set out below are the biographical details of Mr. Li Jinze, Mr. Ren Hailong, Mr. Liao Zhaohui, Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua.

Mr. Li Jinze, aged 47, is the current chief executive officer of CMBC International Holdings Limited (“CMBCI Holdings”). Mr. Li Jinze obtained a doctorate in international law from Wuhan University, and a post-doctor certificate in international finance from Nankai University. Since then, Mr. Li Jinze has passed Paper 1 and 2 of the Licensing Examination for Securities and Futures Intermediaries, and is a licensed fund practitioner and has a certificate for qualified lawyer in the People’s Republic of China. Mr. Li Jinze previously worked at the Industrial and Commercial Bank of China Limited (“ICBC”), serving as the Deputy General Manager of its Legal Department, the Vice President of its Shanxi Branch, and the Deputy General Manager of the International Business Department of its Head Office. In addition, Mr. Li Jinze was also previously employed as the head of the preparatory group for the incorporation of the Singapore branch of the China Minsheng Banking Corp., Ltd. Major projects that Mr. Li Jinze was involved in including the reorganization of ICBC and the introduction of strategic investors in relation to its domestic and foreign listing, the reorganization the business of a Hong Kong investment bank, the leading case regarding the establishment of a domestic trust involving the securitization of non-performing assets, and the Office of Foreign Assets Control of the United States of America Department of the Treasury case relating to the freezing of oil remittance. Mr. Li Jinze has also published nearly 100 legal and financial articles in various publications including the People’s Daily, China Legal Science and Studies of International Finance.

Pursuant to the service agreement entered into between the Company and Mr. Li Jinze, which may be terminated with three months’ notice in writing served by either party, the directorship of Mr. Li Jinze will be subject to retirement by rotation and re-election pursuant to the Company’s bye-laws and the Listing Rules. Mr. Li Jinze is entitled to receive a director’s remuneration of HK\$4,800,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director’s remuneration of Mr. Li Jinze is subject to annual review by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Li Jinze (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Ren Hailong, aged 52, is the current general manager of the Transaction Banking Department of China Minsheng Banking Corp., Ltd. Mr. Ren Hailong holds a master's degree from the Graduate School of People's Bank of China. He previously served as the senior staff member and principal staff member of the State Administration of Foreign Exchange, the deputy director and director of Guangxi Beihai Industrial Development Zone Credit Cooperatives; the president of China Minsheng Banking Corp., Ltd.'s Wanshoulu Sub-branch; the deputy director of the Sales Department of China Minsheng Banking Corp., Ltd.'s head office (being in charge of specific work); the vice president, vice president (being in charge of specific work), deputy party secretary (being in charge of specific work) and party secretary of China Minsheng Banking Corp., Ltd.'s Hangzhou Branch; and the general manager of E-banking Department of China Minsheng Banking Corp., Ltd.

Pursuant to the service agreement entered into between the Company and Mr. Ren Hailong, which may be terminated with three months' notice in writing served by either party, the directorship of Mr. Ren Hailong will be subject to retirement by rotation and re-election pursuant to the Company's bye-laws and the Listing Rules. Mr. Ren Hailong is entitled to receive a director's remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Ren Hailong is subject to annual review by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Ren Hailong (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Liao Zhaohui, aged 49, is the current deputy general manager of Financial Risk Management Department of CMBCI Holdings. Mr. Liao Zhaohui holds a doctors degree from the Graduate School of People's Bank of China. He has nearly 30 years of working experience in banking. Mr. Liao Zhaohui previously worked for the Bank of Communications Beijing Branch and the People's Bank of China Jiangxi Branch. He has since held positions at the International Business, Risk Management and Financial Market Departments of China Minsheng Banking Corp., Ltd. since 1999. He was conferred the title of "Advanced Worker (Producer)" and a third prize by China Minsheng Banking Corp., Ltd., and won the third prize granted by China Foundation for Development of Financial Education in 2000.

Pursuant to the service agreement entered into between the Company and Mr. Liao Zhaohui, which may be terminated with three months' notice in writing served by either party, the directorship of Mr. Liao Zhaohui will be subject to retirement by rotation and re-election pursuant to the Company's bye-laws and the Listing Rules. Mr. Liao Zhaohui is entitled to receive a director's remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Liao Zhaohui is subject to annual review by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Liao Zhaohui (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Lee, Cheuk Yin Dannis, aged 46, is a first class honor graduate obtaining a bachelor's degree in Business Administration from Texas A&M University, and a member of the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants (AICPA), currently holds the positions of managing director of DLK Advisory Limited, independent non-executive director and chair of Audit Committee of Geely Automobile Holdings Limited and Tiangong International Company Limited and independent non-executive director of China Unienergy Group Limited. He once served as the CFO of AMVIG Holdings Limited and the senior manager of Arthur Andersen (now known as PricewaterhouseCoopers LLP). Mr. Lee, Cheuk Yin Dannis has over 10 years of experience in business operations and expansion, operations in the capital market and accounting, and successfully planned and completed many important initial public offerings and corporate financing projects.

Pursuant to the service agreement entered into between the Company and Mr. Lee, Cheuk Yin Dannis which may be terminated with three months' notice in writing served by either party, the directorship of Mr. Lee, Cheuk Yin Dannis will be subject to retirement by rotation and re-election pursuant to the Company's bye-laws and the Listing Rules. Mr. Lee, Cheuk Yin Dannis is entitled to receive a director's remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Lee, Cheuk Yin Dannis is subject to annual review by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Lee, Cheuk Yin Dannis (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wu Bin, aged 44, is the current president and partner of Zhongping Capital, holds the doctor's degree in Economics from Fudan University. From September 1998 to February 2014, Mr. Wu Bin served as a party committee member and the vice president of Haitong Securities, the chairman of Haitong UniTrust International Leasing Corporation, the chairman of Haitong Asset Management Corporation and a director of Haitong International Finance Holdings Limited. He also successively served as the vice president of Shanghai Media Group (SMG), the party secretary and vice chairman of Shanghai Oriental Pearl Group Co., Ltd., the chairman of Shanghai Media Development Corporation, the chairman of Shanghai EPIC Music, a director of Shanghai Shendi (Group) Co., Ltd. (Shanghai Disney Holdings Limited) and a director of Yi Cai (Holding) Corporation. Named as the Shanghai Financial Industry Leader, Mr. Wu Bin was the former vice chairman of Compliance Committee of Securities Association of China, a member of Asset Management Committee and an expert member of China Securities Investor Protection Fund.

Pursuant to the service agreement entered into between the Company and Mr. Wu Bin, which may be terminated with three months' notice in writing served by either party, the directorship of Mr. Wu Bin will be subject to retirement by rotation and re-election pursuant to the Company's bye-laws and the Listing Rules. Mr. Wu Bin is entitled to receive a director's remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Wu Bin is subject to annual review by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Wu Bin (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wang Lihua, aged 57, is the current managing partner of Tian Yuan Law Firm and part-time professor at Peking University. Mr. Wang Lihua holds the master's degree in Economic Law from Peking University. He previously served as the president of the 1st Beijing Xicheng Lawyers Association, a standing member of the All China Lawyers Association, a member of the Experts Panel of the Beijing Municipal Government, an expert of the International Chamber of Commerce China, a member of the Review Committee for Mergers and Acquisitions and Restructurings of Listed Companies of China Securities Regulatory Commission ("CSRC") for the 2nd and 3rd sessions, and the independent director of Shandong Xingmin Wheel Co., Ltd. Mr. Wang was previously the director of the Scientific Research Office of Peking University Law School, the vice president of the 7th Council of Beijing Lawyers Association, a member of the Public Offering Review Committee of CSRC for the 7th and 8th sessions, a member of the Mergers and Acquisitions and Restructuring Review Committee of Listed Companies of CSRC for the 3rd and 4th sessions and the independent director of Xinjiang Chalkis Co. Ltd.

Pursuant to the service agreement entered into between the Company and Mr. Wang Lihua, which may be terminated with three months' notice in writing served by either party, the directorship of Mr. Wang Lihua will be subject to retirement by rotation and re-election pursuant to the Company's bye-laws and the Listing Rules. Mr. Wang Lihua is entitled to receive a director's remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Wang Lihua is subject to annual review by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Wang Lihua (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there is no other information in relation to Mr. Li Jinze, Mr. Ren Hailong, Mr. Liao Zhaohui, Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there is no other matter in relation to the appointment of the Directors that needs to be brought to the attention of the Shareholders.

CHANGE OF COMPOSITION OF MEMBER OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Mr. Lee, Cheuk Yin Dannis has been appointed as the Chairman of the Audit Committee, with effect from 7 June 2017.

Mr. Wu Bin has been appointed as the Chairman of the Remuneration Committee and Nomination Committee and member of the Audit Committee with effect from 7 June 2017.

Mr. Ren Hailong, has been appointed as member of the Remuneration Committee and Nomination Committee with effect from 7 June 2017.

Mr. Wang Lihua, has been appointed as member of the Audit Committee, Remuneration Committee and Nomination Committee with effect from 7 June 2017.

Mr. Chan Kwan Pak, has stepped down from his position as the Chairman of the Audit Committee and remains as a member of the Audit Committee with effect from 7 June 2017.

Mr. Siu Gee Tai, has stepped down from his position as the Chairman of the Nomination Committee and remains as a member of the Nomination Committee with effect from 7 June 2017.

Mr. Siu Siu Ling Robert, has stepped down from his position as the Chairman of the Remuneration Committee and remains as a member of the Remuneration Committee with effect from 7 June 2017.

CHANGE OF COMPANY SECRETARY

The Company also announces that Mr. Ng Kwok Leung has tendered his resignation as the company secretary of the Company with effect from 7 June 2017 and Mr. Dong Qizhen has been appointed as the company secretary of the Company with effect from 7 June 2017. Set out below is the biographical details of Mr. Dong.

Mr. DONG Qizhen, aged 32, is a solicitor qualified in Hong Kong. Mr. Dong obtained his Bachelor of Laws degree in 2007 from the Renmin University of China (中國人民大學), Juris Doctor and P.C.L.L from the Chinese University of Hong Kong in 2010 and 2011, respectively. Mr. Dong was admitted as a solicitor of the High Court of Hong Kong in October 2013. Mr. Dong has worked as trainee solicitor and solicitor in practising law firms in Hong Kong from August 2011 to March 2017.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board also announces that with effect from 7 June 2017, each of Ms. Lin Yuehe and Mr. Wang Haixiong has ceased to act as an authorised representative of the Company for the purpose of the Listing Rules and each of Mr. Li Jinze and Mr. Dong Qizhen has been appointed as an authorised representative of the Company for the purpose of the Listing Rules.

By Order of the Board
CMBC International Investment Limited
Shek Yeung, Eric
Director

By Order of the Board
CMBC Capital Holdings Limited
Li Jinze
Chairman

By Order of the Board
CMBC International Holdings Limited
Li Jinze
Director

Hong Kong, 7 June 2017

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Li Jinze (*Chairman*)
Ms. Lin Yuehe
Mr. Wang Haixiong (*Chief Executive Officer*)

Non-executive Directors:

Mr. Ren Hailong
Mr. Liao Zhaohui

Independent Non-executive Directors:

Mr. Chan Kwan Pak
Mr. Siu Gee Tai
Mr. Siu Siu Ling Robert
Mr. Lee, Cheuk Yin Dannis
Mr. Wu Bin
Mr. Wang Lihua

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, China Huarong, their respective associates and parties acting in concert with them) and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Shek Yeung, Eric and Li Jianyang.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Selling Shareholders, China Huarong, their respective associates and parties acting in concert with them), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

As at the date of this joint announcement, the directors of CMBCI are Hong Qi, Wang Hang, Wong Stacey Martin, Li Jinze and Shi Jie.

The directors of CMBCI jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Selling Shareholders, China Huarong, their respective associates and parties acting in concert with them), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.