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## **CMBC CAPITAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1141)**

### **MAJOR TRANSACTION AMENDMENT AGREEMENT IN RELATION TO EXTENSION OF THE LOAN**

#### **EXTENSION OF THE LOAN**

Reference is made to the announcement of the Company dated 17 August 2018.

The Board announces that on 21 February 2019 (after trading hours), after arm's length negotiation, CMBCCF has entered into the Amendment Agreement with the Borrower to extend the date of repayment of the Loan until the Extended Maturity Date subject to the terms and conditions of the Amendment Agreement.

#### **LISTING RULES IMPLICATIONS**

As the Facility Agreement and the Amendment Agreement were entered into between CMBCCF and the Borrower within a 12-month period, the transactions contemplated under the Facility Agreement and the Amendment Agreement are aggregated for the purpose of determining the highest applicable percentage ratio under Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Loan and the grant of extension of the Loan exceed(s) 25%, the Loan and the grant of the extension of the Loan constitutes a major transaction of the Company and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, CMBC International Investment Limited, a company incorporated in the British Virgin Islands and a controlling shareholder of the Company, which is interested in approximately 60.62% of the issued share capital of the Company, has given the written approval of the Amendment Agreement and such written approval has been accepted in lieu of holding a general meeting for the approval of the Amendment Agreement pursuant to Rule 14.44 of the Listing Rules. Therefore, no general meeting of the Company for the approval of the Amendment Agreement and the transactions contemplated thereunder will be convened and held.

A circular setting out, among others, details of the Amendment Agreement and other information is expected to be despatched to the Shareholders on or before 14 March 2019 in accordance with the Listing Rules.

Reference is made to the announcement of the Company dated 17 August 2018 (“**Announcement**”) in relation to the Facility Agreement pursuant to which CMBCCF, a wholly-owned subsidiary of the Company, agreed to provide the Borrower a loan of HK\$500,000,000 (“**Loan**”) for a period of 6 months from utilisation date. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

On 21 February 2019 (after trading hours of the Stock Exchange), CMBCCF entered into an amendment agreement (the “**Amendment Agreement**”) with the Borrower, pursuant to which CMBCCF has agreed to extend the date of repayment of the Loan until 21 August 2019 (the “**Extended Maturity Date**”).

## **THE FACILITY AGREEMENT AND THE AMENDMENT AGREEMENT**

The principal terms of the Facility Agreement (as amended by the Amendment Agreement) are as follows:

Date of the Facility Agreement:	17 August 2018
Date of the Amendment Agreement:	21 February 2019
Parties:	i. CMBCCF as lender; and ii. the Borrower

Principal Amount of the Loan as extended by the Amendment Agreement:	HK\$500,000,000
Conditions Precedent of the Amendment Agreement:	The repayment of the Loan will be extended until the Extended Maturity Date upon satisfaction, inter alia, of the conditions precedent that CMBCCF has received all documents and other evidence as required under the Amendment Agreement not later than 21 February 2019 or such other date as may be agreed by CMBCCF.
Interest and other fees:	The interest and other fees to be charged by CMBCCF for the term of the extension of the Loan until the Extended Maturity Date amounts to 5%-6% of the total principal amount of the Loan.
Extended Maturity Date:	21 August 2019
Repayment:	Subject as otherwise provided in the Facility Agreement and the Amendment Agreement, the Borrower shall repay the outstanding Loan in full on the Extended Maturity Date.
Security:	The Loan will continue to be secured by, inter alia, the following: <ul style="list-style-type: none"> <li>– shortfall recovery arrangement provided by the Investment Company;</li> <li>– charge on the shares of the Borrower; and</li> <li>– charge or pledge of certain shares of the subsidiaries of the Borrower.</li> </ul>

## **REASONS FOR AND BENEFITS OF THE ENTERING INTO THE AMENDMENT AGREEMENT**

Taking into account the principal activities of the Group, the Directors consider that entering into the Amendment Agreement and the grant of the extension of the Loan thereunder are in the ordinary and usual course of business of the Group.

The Amendment Agreement has been entered into after arm's length negotiation between the parties and was on normal commercial terms based on the Company's credit policy and in line with the Company's overall development strategy.

Taking into account the Company's due diligence on the financial background and strength of the Borrower, the stable interest income generated from the Loan, and the opportunity to develop other business relationships with the Borrower in future, the Directors consider that the terms of the Amendment Agreement are fair and reasonable, the entering into the Amendment Agreement and the grant of the extension of the Loan hereunder are in the interests of the Company and its Shareholders as a whole.

## **INFORMATION OF THE GROUP**

As at the date of this announcement, the Group is principally engaged in the securities business, investment and financing and asset management and advisory business.

## **INFORMATION OF THE BORROWER AND THE INVESTMENT COMPANY**

To the best of the knowledge, information and belief of the Directors, as at the date of this announcement, the Borrower is a company incorporated under the laws of the British Virgin Islands with limited liability. The Borrower is a holding company.

To the best of the knowledge, information and belief of the Directors, as at the date of this announcement, the Investment Company is a company incorporated in Hong Kong and a subsidiary of a state-owned company in the PRC. The Investment Company is principally engaged in investment activities.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Borrower, the Investment Company and their respective ultimate beneficial owners is an Independent Third Party as at the date of this announcement.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Loan and the grant of extension of the Loan exceed(s) 25%, the Loan and the grant of the extension of the Loan constitutes a major transaction of the Company and is subject to the reporting and announcement, and shareholders' approval requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, CMBC International Investment Limited, a company incorporated in the British Virgin Islands and a controlling shareholder of the Company, which is interested in approximately 60.62% of the issued share capital of the Company, has given the written approval of the Amendment Agreement and such written approval has been accepted in lieu of holding a general meeting for the approval of the Amendment Agreement pursuant to Rule 14.44 of the Listing Rules. Therefore, no general meeting of the Company for the approval of the Amendment Agreement and the transactions contemplated thereunder will be convened and held.

A circular setting out, among others, details of the Amendment Agreement and other information is expected to be despatched to the Shareholders on or before 14 March 2019 in accordance with the Listing Rules.

By order of the Board  
**CMBC Capital Holdings Limited**  
**Li Jinze**  
*Chairman*

Hong Kong, 21 February 2019

*As at the date of this announcement, the executive Directors are Mr. Li Jinze, Mr. Ding Zhisuo and Mr. Ng Hoi Kam; the non-executive Directors are Mr. Ren Hailong and Mr. Liao Zhaohui; and the independent non-executive Directors are Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua.*