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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**

### **THE ACQUISITIONS**

On 1 February 2024, 2 February 2024 and 11 April 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\$54,766,600), at a total consideration of approximately US\$7,238,593.74 (equivalent to approximately HK\$56,633,309.70) 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 Acquisitions, 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 February 2024, 2 February 2024 and 11 April 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\$54,766,600), at a total consideration of approximately US\$7,238,593.74 (equivalent to approximately HK\$56,633,309.70) in the over-the-counter market.

### Summary of principal terms of the Notes 1

Issuer	:	UBS Group AG
Aggregate Principal Amount	:	US\$1,750,000,000
Issue Price	:	100%
Issue Date	:	13 November 2023
Interests	:	From (and including) 13 November 2023 to (but excluding) 13 November 2028, the Notes 1 will bear interest at a fixed rate of 9.250% per annum and will be reset to a rate per annum equal to the applicable U.S. Treasury Yield as determined by the calculation agent on the applicable reset determination date, plus 4.745% per annum, on 13 November 2028 and each fifth year anniversary thereafter
Maturity	:	Perpetual
Listing	:	SIX Swiss Exchange

## Summary of principal terms of the Notes 2

Issuer	:	UBS Group AG
Aggregate Principal Amount	:	US\$1,250,000,000
Issue Price	:	100%
Issue Date	:	19 February 2015
Interests	:	From (and including) 19 February 2015 to (but excluding) 19 February 2025, the Notes 2 will bear interest at a fixed rate of 7.00% per annum and will be reset to a rate per annum equal to the applicable semi-annual-mid rate for U.S. dollar swaps with a fixed term of five years, plus 4.866% per annum, on 19 February 2025 and each fifth anniversary thereafter
Maturity	:	Perpetual
Listing	:	SIX Swiss Exchange

Information of the Issuer is stated in the section headed “INFORMATION OF THE ISSUER” of this announcement.

As the Acquisitions were made through the securities brokers 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 a company incorporated with limited liability in the Switzerland, and is listed on the SIX Swiss Exchange (stock code: UBSG) and on the New York Stock Exchange (stock code: UBS). The Issuer provides financial advice and solutions to private, institutional and corporate clients worldwide, as well as private clients in Switzerland. The scope of services offered by the Issuer covers global wealth management, personal and corporate banking, asset management, investment bank and group functions.

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 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 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 Acquisitions, 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 Notes 2 in the principal amount of US\$5,000,000 (equivalent to approximately HK\$39,119,000) at a consideration of approximately US\$5,060,444.44 (equivalent to approximately HK\$39,591,905.21) by CMBC Investment (HK) on 11 April 2024 in the over-the-counter market
“Acquisitions”	the Acquisition and the Previous Acquisitions
“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”	UBS Group AG, 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”	The Notes 1 and Notes 2
“Notes 1”	US\$1,750,000,000 9.250% Tier 1 Capital Notes (ISIN USH42097ES26 (Reg S)) issued by the Issuer on 13 November 2023, details of which are available on the website of the Issuer
“Notes 2”	US\$1,250,000,000 7.00% Tier 1 Subordinated Notes (ISIN CH0271428333) issued by the Issuer on 19 February 2015, details of which are available on the website of the Issuer
“Previous Acquisitions”	the acquisitions of Notes 1 in an aggregate principal amount of US\$2,000,000 (equivalent to approximately HK\$15,647,600) at a total consideration of approximately US\$2,178,149.30 (equivalent to approximately HK\$17,041,404.49) by CMBC Investment (HK) on 1 February 2024 and 2 February 2024 in the over-the-counter market
“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\$7.8238. 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, 11 April 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 Directors are Mr. Yang Kunpeng and Mr. Li Wenshi; and the independent non-executive Directors are Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua.*