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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 BONDS**

### **THE ACQUISITION**

On 8 May 2024, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Bonds in an aggregate principal amount of US\$4,000,000 (equivalent to approximately HK\$31,302,000), at a total consideration of approximately US\$4,013,640.46 (equivalent to approximately HK\$31,408,743.42) 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 8 May 2024, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Bonds in an aggregate principal amount of US\$4,000,000 (equivalent to approximately HK\$31,302,000), at a total consideration of approximately US\$4,013,640.46 (equivalent to approximately HK\$31,408,743.42) in the over-the-counter market.

## Summary of principal terms of the Bonds

|                            |   |  |
|----------------------------|---|--|
| Issuer                     | : | China Industrial Securities International Financial Group Limited  |
| Guarantor                  | : | Industrial Securities Co., Ltd.  |
| Aggregate Principal Amount | : | US\$300,000,000  |
| Issue Price                | : | 100%   |
| Issue Date                 | : | 2 February 2024  |
| Interests                  | : | The Bonds will bear interest on their outstanding principal amount from and including 2 February 2024 at the rate which is equal to Compounded SOFR Index (as defined in the Offering Circular) plus 0.90% per annum, payable in arrear on 2 February, 2 May, 2 August and 2 November in each year |
| Maturity                   | : | 2 February 2027  |
| Listing                    | : | Stock Exchange   |

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

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 GUARANTOR**

According to the public information available to the Company, the Issuer is a subsidiary of Guarantor, and is listed on the Stock Exchange (stock code: 6058). The Issuer's group is principally engaged in the provision of brokerage services, margin financing services, corporate finance services, asset management services and financial products and investments.

According to the public information available to the Company, the Guarantor was established in October 1991, and is listed on the Shanghai Stock Exchange (stock code: 601377). The Guarantor's group is a full-service securities group based in mainland China with integrated service offerings comprising wealth management business, institutional service business, proprietary investment business and overseas business.

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 Guarantor 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 Bonds 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 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 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 Bonds in the principal amount of US\$4,000,000 (equivalent to approximately HK\$31,302,000) at a consideration of approximately US\$4,013,640.46 (equivalent to approximately HK\$31,408,743.42) by CMBC Investment (HK) on 8 May 2024 in the over-the-counter market |
| “Board”                | the board of Directors   |
| “Bonds”                | US\$300,000,000 Floating Rate Guaranteed Bonds due 2027 (ISIN XS2742422210) issued by the Issuer, Offering Circular of which is published by the Issuer on the websites of the Issuer and the Stock Exchange   |
| “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   |
| “Guarantor”                    | Industrial Securities Co., Ltd., information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in this announcement                                   |
| “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”                       | China Industrial Securities International Financial Group Limited, information of which is stated in the section headed “INFORMATION OF THE ISSUER AND THE GUARANTOR” in this announcement |
| “Listing Rules”                | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Offering Circular”            | the offering circular issued by the Issuer in relation to the Bonds dated 26 January 2024 and available on the websites of the Issuer and 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\$7.8255. 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, 8 May 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.*