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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 SUBSCRIPTION OF NOTES

THE SUBSCRIPTION

CMBC Investment (HK), a wholly-owned subsidiary of the Company, has subscribed through the lead manager to the offer of the Notes by the Issuer, and, on 28 May 2024 (after trading hours), such order was confirmed and CMBC Investment (HK) has been allocated with the Notes in an aggregate principal amount of US\$2,000,000 (equivalent to approximately HK\$15,651,000), at a consideration of US\$2,000,000 (equivalent to approximately HK\$15,651,000), exclusive of transaction costs.

LISTING RULES IMPLICATIONS

As the highest relevant applicable percentage ratio (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but is less than 25%, the Subscription 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 SUBSCRIPTION

The Board announces that CMBC Investment (HK), a wholly-owned subsidiary of the Company, has subscribed through the lead manager to the offer of the Notes by the Issuer, and, on 28 May 2024 (after trading hours), such order was confirmed and CMBC Investment (HK) has been allocated with the Notes in an aggregate principal amount of US\$2,000,000 (equivalent to approximately HK\$15,651,000), at a consideration of US\$2,000,000 (equivalent to approximately HK\$15,651,000), exclusive of transaction costs.

The order to subscribe

Date : 28 May 2024

Parties : 1. CMBC Investment (HK) as subscriber
2. The lead manager to the offer of the Notes by the Issuer

To the best of the information, knowledge and belief of the Directors, the lead manager and its ultimate beneficial owners are Independent Third Parties.

The Subscription was funded from its internal resources.

Summary of principal terms of the Notes

Issuer : CMB International Leasing Management Limited

Keepwell provider : CMB Financial Leasing Co., Ltd. (the “**Keepwell Provider**”)

Aggregate principal amount : US\$500,000,000

Issue price	:	100%
Form and denomination	:	The Notes will be issued in registered form in the denomination of US\$200,000 and integral multiples of US\$1,000 in excess thereof
Issue date	:	4 June 2024
Interest basis	:	SOFR + 0.76%. Floating rate
Maturity	:	On the interest payment date (as defined in the Conditions) falling on or nearest to 4 June 2027 (the “ Maturity Date ”)
Status of the Notes	:	The Notes constitute direct, general, unconditional, unsubordinated and (subject to the Conditions) unsecured obligations of the Issuer which will at all times rank pari passu without any preference or priority among themselves and at least pari passu with all other present and future unsecured and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by provisions of applicable law that are both mandatory and of general application
Redemption	:	Notes may be redeemable at par
Optional redemption	:	Notes may be redeemed before their stated maturity at the option of the Issuer in whole

- Tax redemption and redemption for change of control : Except as described in “Optional redemption” above, early redemption will only be permitted (i) for tax reasons as described in the Conditions; and (ii) following a change of control as described in the Conditions
- Listing : Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Notes on the Stock Exchange by way of debt issues to Professional Investors only

INFORMATION OF THE ISSUER AND THE KEEPWELL PROVIDER

According to the Offering Circulars, the Issuer was established as an offshore platform to leverage offshore aircraft leasing capabilities in Hong Kong on 6 October 2011. The Issuer is an indirect wholly-owned subsidiary of the Keepwell Provider. The Issuer primarily serves as a catalyst for the active development of offshore aircraft leasing, shipping leasing and cross-border equipment leasing.

The Keepwell Provider is a wholly-owned subsidiary of, and currently the sole financial leasing platform for, China Merchants Bank Co., Ltd. The Keepwell Provider, through its subsidiaries and affiliates, offers a range of leasing products which provide clients with flexible financing plans, and its main business segments are (i) equipment leasing, (ii) aircraft leasing and (iii) shipping leasing.

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 SUBSCRIPTION

The Group subscribed the Notes for investment purpose. The Directors consider that the Subscription provides the Group with an opportunity to balance and diversify its investment portfolio, as well as to generate stable return to the Group. The Subscription is in line with the Group's investment strategy. The Directors consider that the Subscription 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 Subscription exceeds 5% but is less than 25%, the Subscription 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:

“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)
“Conditions”	the terms and conditions of the Notes
“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”	CMB International Leasing Management Limited, 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\$500,000,000 Floating Rate Green Notes due 2027 (ISIN XS2808077023) issued by the Issuer
“Noteholder(s)”	the person(s) who is or are for the time being the holder(s) of the Notes
“Offering Circulars”	the programme offering circular and supplemental offering circular issued by the Issuer in relation to the Notes dated 30 June 2023 and 28 May 2024, respectively
“Pricing Supplement”	the pricing supplement to the Offering Circulars dated 28 May 2024
“Professional Investors”	has the meaning as defined under the SFO

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), including its amendments from time to time
“Shareholder(s)”	holder(s) of the issued share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Notes in the principal amount of US\$2,000,000 (equivalent to approximately HK\$15,651,000) at a consideration of US\$2,000,000 (equivalent to approximately HK\$15,651,000) by CMBC Investment (HK) on 28 May 2024
“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, 29 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.