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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 AND CONVERTIBLE SECURITIES

THE ACQUISITIONS

On 3 February 2024 and 6 June 2024, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Notes and Convertible Securities in an aggregate principal amount of US\$8,000,000 (equivalent to approximately HK\$62,539,200), at a total consideration of approximately US\$8,220,369.00 (equivalent to approximately HK\$64,261,912.62) 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 Acquisition, 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 3 February 2024 and 6 June 2024, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Notes and Convertible Securities in an aggregate principal amount of US\$8,000,000 (equivalent to approximately HK\$62,539,200), at a total consideration of approximately US\$8,220,369.00 (equivalent to approximately HK\$64,261,912.62) in the over-the-counter market.

Summary of principal terms of the Notes

Issuer	:	HSBC Holdings plc
Aggregate Principal Amount	:	US\$2,000,000,000
Issue Price	:	100%
Issue Date	:	3 November 2022
Interests	:	From (and including) 3 November 2022 to (but excluding) 3 November 2032, interest on the Notes will be payable at a fixed interest rate of 8.113% per annum. From (and including) 3 November 2032 to (but excluding) 3 November 2033 (the “ Floating Rate Period ”), the interest rate on the Notes will be equal to the Compounded Daily SOFR (as defined in the Prospectus 1) plus 4.250% per annum. During the Floating Rate Period, the interest rate on the Notes will be calculated quarterly.
Maturity	:	3 November 2033
Listing	:	New York Stock Exchange

Summary of principal terms of the Convertible Securities

Issuer	:	HSBC Holdings plc
Aggregate Principal Amount	:	US\$2,450,000,000
Issue Price	:	100%
Issue Date	:	30 March 2015
Interests	:	Interest on the Convertible Securities will be a rate per annum equal to (i) 6.375%, from (and including) 30 March 2015 to (but excluding) 30 March 2025, and (ii) the sum of 4.368% and the applicable Mid-Market Swap Rate (as defined in the Prospectus 2) on the relevant reset determination date, from (and including) 30 March 2025 and each fifth anniversary date thereafter (each such date, a “ Reset Date ”) to (but excluding) the immediately following Reset Date
Conversion	:	<p>The Convertible Securities will not be convertible into the ordinary shares to be issued by the Issuer (the “Conversion Shares”) at the option of the securityholders at any time.</p> <p>The Convertible Securities shall be automatically converted into the Conversion Shares following the occurrence of a Capital Adequacy Trigger Event (as defined in the Prospectus 2).</p> <p>The Conversion Shares will be fully paid and non-assessable and will in all respects rank pari passu with the Issuer’s fully paid ordinary shares in issue on the conversion date, except in any such case for any right excluded by mandatory provisions of applicable law, and except that the Conversion Shares so issued will not rank for (or, as the case may be, the relevant securityholder will not be entitled to receive) any rights, distributions or payments, the entitlement to which falls prior to the conversion date.</p>
Maturity	:	Perpetual
Listing	:	Irish Stock Exchange

As the Acquisitions were 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 Acquisitions were funded from the Company's internal resources.

INFORMATION OF THE ISSUER

According to the public information available to the Company, the Issuer's ordinary shares are listed or admitted to trading on the London Stock Exchange (stock code: HSBA), the Hong Kong Stock Exchange (stock code: 0005), the New York Stock Exchange (ADS) (stock code: HSBC) and the Bermuda Stock Exchange (stock code: HSBC.BH). The Issuer is headquartered in London. It serves customers worldwide from offices in 62 countries and territories. With assets of US\$3,039 billion at 31 December 2023, it is one of the world's largest banking and financial services organisations.

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 and Convertible Securities 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 Acquisition, 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 Convertible Securities in the principal amount of US\$7,000,000 (equivalent to approximately HK\$54,721,800) at a consideration of approximately US\$7,058,610.42 (equivalent to approximately HK\$55,179,981.10) by CMBC Investment (HK) on 6 June 2024 in the over-the-counter market
“Acquisitions”	the Acquisition and the Previous Acquisition
“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

“Convertible Securities”	6.375% Perpetual Subordinated Contingent Convertible Securities (Callable March 2025 and Every Five Years Thereafter) in an aggregate principal amount of US\$2,450,000,000 (ISIN US404280AT69) issued by the Issuer
“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”	HSBC Holdings plc, 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”	8.113% Fixed Rate/Floating Rate Subordinated Unsecured Notes due 2033 in an aggregate principal amount of US\$2,000,000,000 (ISIN US404280DS59) issued by the Issuer
“Previous Acquisition”	the acquisition of the Notes in an aggregate principal amount of US\$1,000,000 (equivalent to approximately HK\$7,817,400) at a consideration of approximately US\$1,161,758.58 (equivalent to approximately HK\$9,081,931.52) by CMBC Investment (HK) on 3 February 2024 in the over-the-counter market

“Prospectus 1”	the prospectus and prospectus supplement issued by the Issuer in relation to the Notes dated 26 February 2021 and 26 October 2022, respectively, and available on the website of the Issuer
“Prospectus 2”	the prospectus and prospectus supplement issued by the Issuer in relation to the Convertible Securities dated 2 March 2015 and 23 March 2015, respectively, and available on the website of the Issuer
“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\$7.8174. 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, 6 June 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.