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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 BONDS

THE ACQUISITIONS

On 1 November 2023 and 24 June 2024, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Bonds in an aggregate principal amount of US\$5,000,000 (equivalent to approximately HK\$39,087,000), at a total consideration of approximately US\$5,019,130.01 (equivalent to approximately HK\$39,236,546.94) 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 1 November 2023 and 24 June 2024, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Bonds in an aggregate principal amount of US\$5,000,000 (equivalent to approximately HK\$39,087,000), at a total consideration of approximately US\$5,019,130.01 (equivalent to approximately HK\$39,236,546.94) in the over-the-counter market.

Summary of principal terms of the Bonds 1

Issuer	:	Yi Bright International Limited
Guarantor	:	Linyi City Construction Investment Group Co., Ltd.
Aggregate Principal Amount	:	US\$310,000,000
Issue Price	:	100%
Issue Date	:	17 August 2023
Interest	:	The Bonds 1 will bear interest on their outstanding principal amount from and including the issue date, at the rate of 7.4% per annum, payable semi-annually in arrear in equal instalments on 17 February and 17 August in each year, commencing on 17 February 2024
Maturity	:	17 August 2026
Listing	:	Stock Exchange

Summary of principal terms of the Bonds 2

Issuer	: Yi Bright International Limited
Guarantor	: Linyi City Construction Investment Group Co., Ltd.
Aggregate Principal Amount	: US\$300,000,000
Issue Price	: 100%
Issue Date	: 20 June 2024
Interest	: The Bonds 2 will bear interest on their outstanding principal amount from and including the issue date, at the rate of 6.68% per annum, payable semi-annually in arrear in equal instalments on 20 June and 20 December in each year, commencing on 20 December 2024
Maturity	: 20 June 2027
Listing	: 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 AND THE GUARANTOR

According to the Offering Circulars, the Issuer was incorporated in the British Virgin Islands and is an indirect wholly-owned subsidiary of the Guarantor. The Issuer does not carry and has not carried on any business other than entering into arrangements for the issue of securities.

According to the Offering Circulars, the Guarantor is the largest government investment and financing platform in Linyi by assets and revenues, which is jointly owned by Linyi City State-owned Assets Supervision and Administration Commission, a government organ of Linyi Municipal Government, and Shandong Caixin Assets Operation Co., Ltd., a company wholly-owned by Shandong Provincial Department of Finance. Since its establishment in 2013, the Guarantor has been the core operating entity carrying out municipal development activities and providing public services in Linyi, including real estate development, transportation, green energy, and wood products manufacturing. In addition to its primary business segments, the Guarantor also participates in other operating activities to supplement its primary operating activities, including cultural tourism, medical and health care, new energy industry, infrastructure construction, commercial trading, commercial factoring, building materials manufacturing, and resources development.

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 ACQUISITIONS

The Group acquired the Bonds 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 Bonds 2 in the principal amount of US\$3,500,000 (equivalent to approximately HK\$27,360,900) at a consideration of approximately US\$3,506,346.67 (equivalent to approximately HK\$27,410,514.46) by CMBC Investment (HK) on 24 June 2024 in the over-the-counter market
“Acquisitions”	the Acquisition and the Previous Acquisition
“Board”	the board of Directors
“Bonds”	The Bonds 1 and Bonds 2
“Bonds 1”	US\$310,000,000 7.4% Guaranteed Bonds due 2026 (ISIN XS2658712752) issued by the Issuer on 17 August 2023, Offering Circular of which is published by the Issuer on the website of the Stock Exchange
“Bonds 2”	US\$300,000,000 6.68% Guaranteed Bonds due 2027 (ISIN XS2843465647) issued by the Issuer on 20 June 2024, Offering Circular of which is published by the Issuer on the website of 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”	Linyi City Construction Investment Group Co., Ltd. (臨沂城市建設投資集團有限公司), 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”	Yi Bright International Limited (沂晟國際有限公司), 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

“Previous Acquisition”	the acquisition of the Bonds 1 in an aggregate principal amount of US\$1,500,000 (equivalent to approximately HK\$11,726,100) at a total consideration of approximately US\$1,512,783.34 (equivalent to approximately HK\$11,826,032.48) by CMBC Investment (HK) on 1 November 2023 in the over-the-counter market
“Offering Circulars”	the offering circulars issued by the Issuer in relation to the Bonds 1 dated 10 August 2023, and Bonds 2 dated 12 June 2024, and available on the website of 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\$7.8174. 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, 24 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.