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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 DISPOSALS OF CONVERTIBLE SECURITIES

THE DISPOSALS OF CONVERTIBLE SECURITIES

The Board announces that between 27 June 2025 and 19 August 2025, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has disposed of Convertible Securities in an aggregate principal amount of US$10,000,000 (equivalent to approximately HK$78,497,000) at a total cash consideration of approximately US$10,344,623.27 (equivalent to approximately HK$81,202,189.28) 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 (i) the Disposal on a stand-alone basis; and (ii) the Disposal when aggregated with the Previous Disposals, exceeds 5% but is less than 25%, the Disposals constitute a disclosable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

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Summary of principal terms of the Convertible Securities

Issuer	:	Barclays PLC
Aggregate Principal Amount	:	US$1,500,000,000
Issue Price	:	100%
Issue Date	:	25 February 2025
Interest	:	From (and including) 25 February 2025 to (but excluding) 15 September 2035 (the "**First Reset Date**"), the Convertible Securities will bear interest at a fixed rate of 7.625% per annum. From (and including) the reset date (i.e. the First Reset Date and each fifth anniversary thereafter) to (but excluding) the next following reset date, the interest rate will be reset to a rate per annum equal to the sum of the applicable Mid-Market Swap Rate (as defined in the Prospectus) on the second business day immediately preceding each reset date and 3.686%.
Maturity	:	Perpetual
Listing	:	London Stock Exchange

As the Disposals was made through the securities broker(s) of CMBC Investment (HK) in the over-the-counter market, the identity of the ultimate purchaser(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 Convertible Securities were acquired by CMBC Investment (HK) on 27 May 2025 and held for investment purposes. For details of the acquisition, please refer to the announcement of the Company dated 27 May 2025.

Consideration

Since the consideration of the Disposals is based on the trading price of the Convertible Securities in the over-the-counter market, the Directors consider that the Disposals are on normal commercial terms and its terms including the consideration are fair and reasonable.

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.

INFORMATION OF THE ISSUER

According to the public information available to the Company, the Issuer is listed on the London Stock Exchange (stock code: BARC). The Issuer is a diversified bank with five key divisions, namely, UK consumer, corporate, and wealth and private banking franchise, investment bank and US consumer bank.

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 ultimate beneficial owners are Independent Third Parties.

REASONS FOR AND BENEFITS OF THE DISPOSALS

Having considered the performance of the price of the Convertible Securities, the Board is of the opinion that the Disposals represent a good opportunity for the Group to exit the investment in the Convertible Securities. The Group intends to use the proceeds from the Disposals for general working capital or other appropriate investment opportunities. Taking into account the factors above and the financial effect of the Disposals as disclosed in the paragraph headed "Financial Effect of the Disposals" below, the Directors consider that the Disposals are in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECT OF THE DISPOSALS

The Group is expected to recognise a gain for the year ending 31 December 2025 of approximately HK$4,816,813.06, being the difference between the acquisition cost of the Convertible Securities and the proceeds received from the Disposals, together with the coupon interest income received during the holding period. The actual amount of gain or loss as a result of the Disposals to be recorded by the Group will be subject to audit adjustment (if any).

LISTING RULES IMPLICATIONS

As the highest relevant applicable percentage ratio (as defined under the Listing Rules) in respect of (i) the Disposal on a stand-alone basis; and (ii) the Disposal when aggregated with the Previous Disposals, exceeds 5% but is less than 25%, the Disposals constitute a disclosable transaction of the Company and are 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)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Convertible Securities"	US$1,500,000,000 7.625% Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (ISIN US06738EDC66) issued by the Issuer, Prospectus of which is published on the website of the Issuer
"Director(s)"	the director(s) of the Company
"Disposal"	the disposal of the Convertible Securities in a principal amount of US$6,500,000 (equivalent to approximately HK$51,023,050) at a cash consideration of approximately US$6,818,364.58 (equivalent to approximately HK$53,522,116.44) by CMBC Investment (HK) in the over-the-counter market on 19 August 2025
"Disposals"	the Disposal and the Previous Disposals
"Group"	the Company and its subsidiaries
"HK$"	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"	Barclays 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
"Previous Disposals"	the disposals of the Convertible Securities (1) in a principal amount of US$2,000,000 (equivalent to approximately HK$15,699,400) at a consideration of approximately US$2,006,354.17 (equivalent to approximately HK$15,749,278.33); (2) in a principal amount of US$500,000 (equivalent to approximately HK$3,924,850) at a consideration of approximately US$503,050.35 (equivalent to approximately HK$3,948,794.33); and (3) in a principal amount of US$1,000,000 (equivalent to approximately HK$7,849,700) at a consideration of approximately US$1,016,854.17 (equivalent to approximately HK$7,982,000.18), by CMBC Investment (HK) in the over-the-counter market on 27 June 2025, 30 June 2025 and 14 July 2025, respectively. The total cash consideration of the Previous Disposals is approximately US$3,526,258.69 (equivalent to approximately HK$27,680,072.84)
"Prospectus"	the prospectus dated 1 March 2024 and prospectus supplement dated 18 February 2025 issued by the Issuer in relation to the Convertible Securities, and published on the website of the Issuer
"Shareholder(s)"	holder(s) of the issued share(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US"	United States of America
"US$	United States dollars, the lawful currency of the US

"%"	per cent.

In this announcement, amounts in US$ are translated into HK$ on the basis of US$1.00 = HK$7.8497. The conversion rate is for illustration purposes only and should not be taken as a representation that US$ 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, 19 August 2025

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 Ms. Wu Yuan and Mr. Xu Feng; and the independent non-executive Directors are Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua.