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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 20 August 2025, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Bonds in an aggregate principal amount of US$15,000,000 (equivalent to approximately HK$117,745,500), at a total consideration of approximately US$15,046,312.50 (equivalent to approximately HK$118,109,039.23) 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 discloseable 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 20 August 2025, CMBC Investment (HK), a wholly-owned subsidiary of the Company, has acquired the Bonds in an aggregate principal amount of US$15,000,000 (equivalent to approximately HK$117,745,500), at a total consideration of approximately US$15,046,312.50 (equivalent to approximately HK$118,109,039.23) in the over-the-counter market.

Summary of principal terms of the Bonds

Issuer	:	Tianjin Binhai New Area Construction & Investment Group Co., Ltd
Aggregate Principal Amount	:	US$244,000,000
Issue Price	:	100%
Issue Date	:	30 July 2025
Interest	:	The Bonds will bear interest on their outstanding principal amount from and including 30 July 2025 at the rate of 4.95% per annum, payable semi-annually in arrear in equal instalments on 30 January and 30 July in each year, commencing on 30 January 2026.
Maturity Date	:	30 July 2028
Listing	:	Stock Exchange

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

According to the public information available to the Company and the Offering Circular, the Issuer and its subsidiaries (the "**Issuer Group**") are a large comprehensive investment and financing platform incorporated in Tianjin. The Issuer Group is the sole governmental investment and financing platform for the people's government of the Tianjin Binhai New Area (the "**New Area Government**") incorporated in 2006 by the Tianjin Municipal Government to undertake the duties of capital operation and investment management for major projects in the Tianjin Binhai New Area.

The Issuer is wholly owned by Tianjin State-owned Assets Supervision and Administration Commission (天津市人民政府國有資產監督管理委員會) and operates under the supervision of the New Area Government. The principal revenue-generating business segments of the Issuer Group include: (i) expressway operation, (ii) materials trading, (iii) real estate, and (iv) other businesses, primarily including transportation infrastructure construction, environmental protection and property 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 and their 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 purposes. The Directors consider that the Acquisition provide 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 is 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 discloseable 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$15,000,000 (equivalent to approximately HK$117,745,500) at a consideration of approximately US$15,046,312.50 (equivalent to approximately HK$118,109,039.23) by CMBC Investment (HK) on 20 August 2025 in the over-the-counter market
"Board"	the board of Directors
"Bonds"	US$244,000,000 4.95% Bonds due 2028 (ISIN XS3126420341) (stock Code: 5773) issued by the Issuer
"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
"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"	Tianjin Binhai New Area Construction & Investment Group Co., Ltd, 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
"Offering Circular"	the offering circular dated 25 July 2025 issued by the Issuer in relation to the Bonds, 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 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, 20 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.