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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

Reference is made to the Company's announcement dated 4 June 2025 regarding the Previous Acquisition. On 4 February 2026, CMBC Investment (HK) has acquired the Bonds in an aggregate principal amount of US$6,900,000 (equivalent to approximately HK$53,861,400), at a total consideration of approximately US$7,148,783.33 (equivalent to approximately HK$55,803,402.67) 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 when aggregated with the Previous Acquisition, exceeds 5% but is less than 25%, the Acquisitions 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 Bonds

Issuer	:	Henan Airport Investment Group Co., Ltd.
Aggregate Principal Amount	:	US$200,000,000
Issue Price	:	100%
Issue Date	:	21 March 2025
Interests	:	The Bonds will bear interest on their outstanding principal amount from and including the 21 March 2025 at the rate of 5.20% per annum, payable semi-annually in arrear in equal instalments on 21 March and 21 September in each year commencing on 21 September 2025.
Maturity	:	21 March 2028

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 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 is a key entity undertaking construction and development projects in the Zhengzhou Airport Economic Comprehensive Experimental Zone (鄭州航空港經濟綜合實驗區) ("**Zhengzhou Airport Economic Zone**"). The Issuer and its subsidiaries (the "**Issuer Group**") undertake the majority of the infrastructure construction projects, primary land development projects and all of the affordable housing construction projects in the Zhengzhou Airport Economic Zone. The Issuer Group also provides trading services, public utilities services and other supporting services in the Zhengzhou Airport Economic Zone. As at 18 March 2025, the Henan Provincial Department of Finance controls in aggregate 68.336% of the voting rights of the Issuer and is the actual controller of the Issuer.

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.

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 purposes. 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 the Acquisition when aggregated with the Previous Acquisition, exceeds 5% but is less than 25%, the Acquisitions 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:

"Acquisition"	the acquisition of the Bonds in the principal amount of US$6,900,000 (equivalent to approximately HK$53,861,400) at a consideration of approximately US$7,148,783.33 (equivalent to approximately HK$55,803,402.67) by CMBC Investment (HK) on 4 February 2026 in the over-the-counter market
"Acquisitions"	the Acquisition and the Previous Acquisition
"Board"	the board of Directors
"Bonds"	US$200,000,000 5.20% bonds due 2028 (ISIN XS3025848931) (stock code: 5479) 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"	Henan Airport 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
"Offer Circular"	the offering circular dated 18 March 2025 issued by the Issuer in relation to the Bonds, and available on the website of the Stock Exchange
"Previous Acquisition"	the acquisition of the Bonds in the principal amount of US$10,000,000 (equivalent to approximately HK$78,060,000) at a total consideration of approximately US$10,097,888.89 (equivalent to approximately HK$78,824,120.68) by CMBC Investment (HK) on 4 June 2025 in the over-the-counter market
"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$7.8060. The conversion rate is for illustration purposes only and should not be taken as a representation that US$ 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, 4 February 2026

As at the date of this announcement, the executive Directors are Mr. Li Baochen and Mr. Li Ming; 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.