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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)**

**CONTINUING CONNECTED TRANSACTION  
IN RELATION TO THE OFFICE SHARING AGREEMENT**

**OFFICE SHARING AGREEMENT**

On 6 February 2026, the Company and CMBCI entered into the Office Sharing Agreement, pursuant to which CMBCI agreed to grant the Company the non-exclusive right to use areas of approximately 11,000 square feet of the Office Space in consideration of the Sharing Fees payable by the Company.

**LISTING RULES IMPLICATIONS**

As at the date of this announcement, CMBCI directly and indirectly (through its subsidiary CMBC International Investment) holds approximately 69.34% of the issued share capital of the Company and is therefore a connected person of the Company under the Listing Rules.

As the highest applicable percentage ratio (other than the profit ratio) as defined under the Listing Rules as determined by reference to the proposed annual caps in respect of the transactions contemplated under the Office Sharing Agreement exceeds 0.1% but all applicable percentage ratios are less than 5%, the transactions contemplated under the Office Sharing Agreement, together with the relevant proposed annual caps are only subject to the reporting, announcement and annual review requirements, but are exempt from the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **OFFICE SHARING AGREEMENT**

### **Introduction**

Reference is made to the announcement of the Company dated 9 December 2022 in relation to the Previous Office Sharing Agreement entered into between the Company and CMBCI for a term of three years commencing from 1 January 2023 to 31 December 2025.

As the Company, which is the tenant of the Existing Office Space, has agreed to surrender the Existing Office Space to the Landlord on or before 31 March 2026 and the Previous Office Sharing Agreement expired on 31 December 2025, the Company and CMBCI entered into the Office Sharing Agreement on 6 February 2026, pursuant to which CMBCI, which is the tenant of the Office Space, agreed to grant the Company the non-exclusive right to use the Office Space in consideration of the Sharing Fees payable by the Company, to ensure the continuity of the Group's operations.

A summary of the key terms of the Office Sharing Agreement is set out below:

### ***Date***

6 February 2026

### ***Parties***

1. the Company; and
2. CMBCI

### ***Nature of the transaction***

CMBCI is the tenant of the Office Space. Pursuant to the Office Sharing Agreement, CMBCI agreed to grant the Company the non-exclusive right to use areas of approximately 11,000 square feet of the Office Space in consideration of the Sharing Fees payable by the Company. The area which the Company is entitled to use may be adjusted from time to time to accommodate changing business needs, subject to the mutual agreement of CMBCI and the Company.

### ***Term and termination***

The Office Sharing Agreement is for a term commencing from 1 January 2026 and ending on 31 December 2028.

The Office Sharing Agreement may be terminated at any time by either party after giving thirty (30) days' prior written notice to the other party.

The Office Sharing Agreement shall terminate immediately if (i) the Lease is terminated prior to 31 December 2028; (ii) the Company considers that it is not feasible to comply with the Listing Rules at any time; or (iii) compliance with the Listing Rules would require changes to the Office Sharing Agreement which are not acceptable to any of the parties hereto.

### ***Sharing Fees***

For the period commencing from 1 April 2026 and ending on 31 May 2026, the Company will not be required to pay any sharing fee to CMBCI. For the period commencing from 1 June 2026 and ending on 31 December 2028, the Company shall pay to CMBCI a monthly sharing fee of HK\$850,000 (the "**Sharing Fees**"), subject to adjustment in the event of any change in the occupied area.

The basis for determining the Sharing Fees had been made with reference to (i) the monthly rental of the entire Office Space leased by CMBCI; (ii) the area of the Office Space to be shared with the Company; and (iii) the historical sharing fees under the Previous Office Sharing Agreement.

### ***Payment***

Unless otherwise agreed, the Sharing Fees for any month must be paid in cash by the Company to CMBCI on the last Business Day of the prior month.

## PROPOSED ANNUAL CAPS

The proposed annual caps for the Sharing Fees for the three years ending 31 December 2028 are set out below:

	For the year ending 31 December		
2026	2027	2028	
(HK\$)	(HK\$)	(HK\$)	
6,300,000	10,800,000	10,800,000	

In arriving at the above proposed annual caps, the Directors have taken into account the following factors: (i) the Sharing Fees payable under the Office Sharing Agreement and (ii) a buffer of approximately 5% to cover a possible increase in the area of the Office Space occupied by the Company.

## REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTION

The Company is of the view that the Office Sharing Agreement will benefit the Group by securing sufficient office space without incurring substantial additional costs and that the Group and CMBCI can both enjoy economies of scale and maximise cost efficiency.

The Directors (including the independent non-executive Directors) consider that the terms of the Office Sharing Agreement are on normal commercial terms and are fair and reasonable, and the transactions are in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

As Mr. Li Baochen, Mr. Li Ming, Ms. Wu Yuan and Mr. Xu Feng, all being Directors, hold positions in China Minsheng and/or its associates, they have abstained from voting on the resolutions of the Board to approve the Office Sharing Agreement. Save for the above, no other Directors have any material interests in the Office Sharing Agreement or were otherwise required to evade or abstain from voting in respect of the relevant Board resolutions.

## **INFORMATION OF THE GROUP AND CMBCI**

### **Information of the Group**

As at the date of this announcement, the Group is principally engaged in securities business, investment and financing and asset management, corporate finance and advisory business.

### **Information of CMBCI**

CMBCI is a direct wholly-owned subsidiary of China Minsheng and is principally engaged in the investment and investment holding business. China Minsheng is a controlling Shareholder indirectly holding approximately 69.34% Shares of the Company as at the date of this announcement. China Minsheng mainly provides corporate and personal banking, treasury business, finance leasing, fund and asset management, investment banking and other financial services in the PRC.

## **LISTING RULES IMPLICATIONS**

Given that the Office Sharing Agreement does not confer an exclusive right to the Company to use any specific or designated area, it does not meet the definition of a lease under HKFRS 16 Leases. Accordingly, no right-of-use asset or lease liability will be recognised in the Company's consolidated statement of financial position. The transactions contemplated under the Office Sharing Agreement will therefore be classified as continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As at the date of this announcement, CMBCI directly and indirectly (through its subsidiary CMBC International Investment) holds approximately 69.34% of the issued share capital of the Company and is therefore a connected person of the Company under the Listing Rules.

As the highest applicable percentage ratio (other than the profit ratio) as defined under the Listing Rules as determined by reference to the proposed annual caps in respect of the transactions contemplated under the Office Sharing Agreement exceeds 0.1% but all applicable percentage ratios are less than 5%, the transactions contemplated under the Office Sharing Agreement, together with the relevant proposed annual caps are only subject to the reporting, announcement and annual review requirements, but are exempt from the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“Board”	the board of Directors from time to time
“Business Day”	a day (excluding Saturdays and Sundays and any day on which “extreme conditions” is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“China Minsheng”	China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange (stock code: 1988) and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 600016), the ultimate controlling Shareholder
“CMBC International Investment”	CMBCI International Investment Limited, a company incorporated in the British Virgin Islands with limited liability and a direct wholly owned subsidiary of CMBCI as at the date of this announcement
“CMBCI”	CMBC International Holdings Limited (民生商銀國際控股有限公司), a company incorporated in Hong Kong with limited liability and an indirect controlling Shareholder

“Company”	CMBC Capital Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1141)
“connected person”	has the meaning ascribed to it under the Listing Rules
“continuing connected transaction”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Directors”	directors of the Company from time to time
“Existing Office Space”	the whole of the 45th floor of One Exchange Square, 8 Connaught Place, Hong Kong
“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
“Landlord”	the landlord of the Office Space, being an Independent Third Party
“Lease”	the lease entered into between CMBCI and the Landlord dated 14 January 2026 with respect to the lease of the Office Space
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Office Sharing Agreement”	the agreement dated 6 February 2026 entered into between the Company and CMBCI pursuant to which CMBCI granted the Company a non-exclusive right to use areas of approximately 11,000 square feet of the Office Space
“Office Space”	the whole of the 34th floor of One Exchange Square, 8 Connaught Place, Central, Hong Kong
“PRC”	the People’s Republic of China, for the purpose of this announcement only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Previous Office Sharing Agreement”	the agreement dated 9 December 2022 entered into between the Company and CMBCI pursuant to which the Company granted CMBCI a non-exclusive right to use approximately 2,000 square feet of the Existing Office Space
“Share(s)”	ordinary share(s) of the Company with a nominal value of HK\$0.4 each
“Shareholder(s)”	shareholders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

By order of the Board  
**CMBC Capital Holdings Limited**  
**Li Baochen**  
*Chairman*

Hong Kong, 6 February 2026

*As at the date of this announcement, the executive directors of the Company 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.*