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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 SUBSCRIPTION AND ACQUISITIONS OF NOTES**

### **THE SUBSCRIPTION AND ACQUISITIONS**

Reference is made to the Company's announcement dated 11 March 2025 regarding the Subscription and Previous Acquisition. On 10 February 2026, CMBC Investment (HK) has acquired the Notes 1 in an aggregate principal amount of US\$10,000,000 (equivalent to approximately HK\$78,060,000), at a total consideration of approximately US\$10,340,250 (equivalent to approximately HK\$80,715,991.50) 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 Acquisition when aggregated with the Subscription and Previous Acquisition, exceeds 5% but is less than 25%, the Subscription and Acquisitions constitute a discloseable 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.

## THE ACQUISITION

Reference is made to the Company's announcement dated 11 March 2025 regarding the Subscription and Previous Acquisition. On 10 February 2026, CMBC Investment (HK) has acquired the Notes 1 in an aggregate principal amount of US\$10,000,000 (equivalent to approximately HK\$78,060,000), at a total consideration of approximately US\$10,340,250 (equivalent to approximately HK\$80,715,991.50) in the over-the-counter market.

### Summary of principal terms of the Notes 1

Issuer	:	Sumitomo Mitsui Financial Group, Inc.
Aggregate Principal Amount	:	US\$1,250,000,000
Issue Price	:	100%
Issue Date	:	25 February 2025
Interest	:	Interests payable semiannually in arrears on 5 June and 5 December of each year, from (and including) the issue date to (but excluding) 5 June 2035 (the " <b>First Reset Date</b> ") at the rate of 6.45% per annum. The rate of interest will be reset on the First Reset Date and every date that falls five, or a multiple of five, years thereafter and will be equal to the sum of the applicable U.S. Treasury Rate (as defined in the Prospectus 1) plus a margin of 1.90% per annum
Maturity	:	Perpetual
Listing	:	Luxembourg 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 Prospectus 1, the Issuer is listed on the Tokyo Stock Exchange (stock code: 8316). The Issuer is one of the three largest banking groups in Japan, with an established presence across all of the consumer and corporate banking sectors. Through its subsidiaries and affiliates, the Issuer offers a diverse range of financial services, including commercial banking, leasing, securities, consumer finance and other services.

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 ACQUISITION**

The Group acquired the Notes 1 for investment purposes. The Directors consider that the Acquisition, together with the Subscription and Previous 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 Subscription and Acquisitions are in line with the Group's investment strategy. The Directors consider that the Subscription and 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 Acquisition when aggregated with the Subscription and Previous Acquisition, exceeds 5% but is less than 25%, the Subscription and Acquisitions constitute a discloseable 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 Notes 1 in the principal amount of US\$10,000,000 (equivalent to approximately HK\$78,060,000) at a total consideration of approximately US\$10,340,250 (equivalent to approximately HK\$80,715,991.50) by CMBC Investment (HK) on 10 February 2026 in the over-the-counter market
“Acquisitions”	the Acquisition and the Previous Acquisition
“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
“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”	Sumitomo Mitsui Financial Group, Inc., 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
“Notes 1”	US\$1,250,000,000 6.450% Perpetual Subordinated Notes (ISIN US86562MDW73) issued by the Issuer
“Notes 2”	US\$800,000,000 Senior Floating Rate Notes due 2030 (ISIN US86562MDR88) issued by the Issuer
“Previous Acquisition”	the acquisition of the Notes 2 in the principal amount of US\$10,000,000 (equivalent to approximately HK\$78,060,000) at a total consideration of approximately US\$10,131,149.73 (equivalent to approximately HK\$79,083,754.79) by CMBC Investment (HK) on 11 March 2025 in the over-the-counter market
“Prospectus 1”	the prospectus and prospectus supplement issued by the Issuer in relation to the Notes 1 dated 11 January 2024 and 18 February 2025, respectively
“Shareholder(s)”	holder(s) of the issued share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Notes 1 in the subscription amount of US\$2,000,000 (equivalent to approximately HK\$15,612,000) at a consideration of approximately US\$2,000,000 (equivalent to approximately HK\$15,612,000) by CMBC Investment (HK) on 18 February 2025, exclusive of transaction costs
“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, 10 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.*