

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.*



## **CMBC CAPITAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1141)**

### **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

#### **Placing Agents**



The Board is pleased to announce that the conditions set out in the Placing Agreement have been fulfilled and the completion of Placing took place on 20 July 2018 in accordance with the terms and conditions of the Placing Agreement.

An aggregate of 577,220,000 Placing Shares were successfully placed to not less than six Placees who and whose ultimate beneficial owners are independent third parties at the Placing Price of HK\$0.363 per Placing Share. The net proceeds from the Placing are approximately HK\$205 million which is intended to be used for (i) the expansion of loan and financing business of the Group; (ii) the further strengthening of the Group's brokerage service capability; (iii) the expansion of the Group's corporate finance advisory business of the Group; (iv) the development of asset management business; and (v) general working capital of the Group.

Reference is made to the announcements of CMBC Capital Holdings Limited (the “**Company**”) dated 3 July, 13 July and 16 July 2018 (the “**Announcements**”) in relation to, among other things, the Placing. Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcements.

## **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that all conditions of the Placing Agreement have been fulfilled and the completion of Placing took place on 20 July 2018 in accordance with the terms and conditions of the Placing Agreement. A total of 577,220,000 Placing Shares have been successfully placed by the Placing Agents to not less than six Placees at the Placing Price of HK\$0.363 per Placing Share pursuant to the terms and conditions of the Placing Agreement. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owner(s) are third parties independent of the Company and its connected persons, and not acting in concert with (i) one another; (ii) the Company, the directors, chief executive or substantial shareholders of the Company or its subsidiaries; (iii) the Subscriber or any party acting or presumed to be acting in concert with it; or any of their respective associates.

The net proceeds from the Placing amounted to HK\$205 million. The Company intends to apply the net proceeds from the Placing as follows:

- (i) 60% of the proceeds from the Placing will be used for the expansion of loan and financing business of the Group;
- (ii) 10% of the proceeds from the Placing will be used to further strengthen the Group’s brokerage service capability;
- (iii) 10% of the proceeds from the Placing will be used for the expansion of the Group’s corporate finance advisory business of the Group;
- (iv) 10% of the proceeds from the Placing will be used for the development of asset management business; and
- (v) 10% of the proceeds from the Placing and Subscription will be used for general working capital of the Group.

## **EFFECTS ON SHAREHOLDING STRUCTURE**

The 577,220,000 Placing Shares represent approximately (i) 1.26% of the existing issued share capital of the Company immediately before the completion of the Placing; and (ii) 1.25% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

Shareholders	Immediately before the completion of the Placing		Immediately after the completion of the Placing	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Subscriber ( <i>Note</i> )	27,568,649,093	60.22	27,568,649,093	59.47
Places	–	–	577,220,000	1.25
Public shareholders	<u>18,210,108,636</u>	<u>39.78</u>	<u>18,210,108,636</u>	<u>39.28</u>
Total	<u>45,778,757,729</u>	<u>100</u>	<u>46,355,977,729</u>	<u>100</u>

*Note:*

As at the date of this announcement, China Minsheng Banking Corp., Ltd (“**China Minsheng**”) was deemed to be interested in 27,568,649,093 shares as a result of its indirect holding of such shares through the following entities including its wholly-owned subsidiaries:

Name	Long positions in Shares
Subscriber	27,568,649,093
China Minsheng	27,568,649,093
CMBC International Holdings Limited (“ <b>CMBCI</b> ”)	27,568,649,093
CMBC International Investment (HK) Limited	27,568,649,093

The Subscriber was beneficially and wholly-owned by CMBC International Investment (HK) Limited, which was in turn beneficially and wholly-owned by CMBCI. CMBCI was beneficially and wholly owned by China Minsheng. As such, each of CMBC International Investment (HK) Limited, CMBCI and China Minsheng was deemed to be interested in the Shares held by CMBC International Investment Limited.

On Behalf of the Board  
**CMBC Capital Holdings Limited**  
**Li Jinze**  
*Chairman*

Hong Kong, 20 July 2018

*As at the date hereof, the executive Directors are Mr. Li Jinze, Mr. Ding Zhisuo and Mr. Ng Hoi Kam, the non-executive Directors are Mr. Ren Hailong and Mr. Liao Zhaohui, and the independent non-executive Directors are Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua.*