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CMBC Capital Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

COMPLETION OF CONNECTED TRANSACTION IN RELATION TO SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE

The Board is pleased to announce that the conditions set out in the Subscription Agreement were fulfilled on 8 October 2018. According to the Subscription Agreement, Subscription Completion shall take place on the tenth Business Day (or such other date as mutually agreed between the Company and the Subscriber) after the fulfillment all the conditions of the Subscription (or such other later date as may be agreed by the Company and the Subscriber in writing).

On 15 October 2018, the Subscriber and the Company have entered into the Second Supplemental Agreement to change the date of Subscription Completion to 15 October 2018 (or such other date as the Subscriber and the Company may further agree).

The Board is pleased to further announce that the Subscription Completion took place on 15 October 2018. Pursuant to the Subscription Agreement, an aggregate of 1,350,000,000 Subscription Shares have been successfully subscribed by the Subscriber at the Subscription Price of HK\$0.363 per Subscription Share.

References are made to the announcements of CMBC Capital Holdings Limited (the “**Company**”) dated 3 July 2018 and 5 October 2018 (the “**Announcements**”) and the circular of the Company dated 3 September 2018 (the “**Circular**”) in relation to, among other matters, the Subscription of Subscription Shares which constituted a connected transaction for the Company under Chapter 14A of the Listing Rules. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

CHANGE OF THE DATE OF THE SUBSCRIPTION COMPLETION

The Board is pleased to announce that the conditions set out in the Subscription Agreement were fulfilled on 8 October 2018. According to the Subscription Agreement, Subscription Completion shall take place on the tenth Business Day (or such other date as mutually agreed between the Company and the Subscriber) after the fulfillment all the conditions of the Subscription (or such other later date as may be agreed by the Company and the Subscriber in writing).

On 15 October 2018, the Subscriber and the Company have entered into a second supplemental agreement (the “**Second Supplemental Agreement**”) to change the date of Subscription Completion to 15 October 2018 (or such other date as the Subscriber and the Company may further agree).

THE SUBSCRIPTION COMPLETION

The Board is pleased to further announce that the Subscription Completion took place on 15 October 2018. Pursuant to the Subscription Agreement, an aggregate of 1,350,000,000 Subscription Shares, representing approximately 2.83% of the issued share capital of the Company of 47,705,977,729 Shares as enlarged by the allotment and issue of the maximum number of the Subscription Shares, have been successfully subscribed by the Subscriber at the Subscription Price of HK\$0.363 per Subscription Share.

After the Subscription Completion, the Subscriber holds 28,918,649,093 Shares, representing approximately 60.62% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares in aggregate.

The net proceeds of the Subscription is approximately HK\$490 million and the net Subscription Price per Share is estimated to be HK\$0.363. The Company currently intends to use the net proceeds from the Subscription in the following manner: (i) 60% of the proceeds from the Subscription will be used for the expansion of loan and financing business of the Group; (ii) 10% of the proceeds from the Subscription will be used to further strengthen the Group’s brokerage service capability; (iii) 10% of the proceeds from the Subscription will be used for the expansion of the corporate finance advisory business of the Group; (iv) 10% of the proceeds from the Subscription will be used for the development of asset management business; and (v) 10% of the proceeds from the Subscription will be used for general working capital of the Group, out of which, (a) 2.5% of the proceeds from the Subscription will be used for the upgrading of the Group’s information technology system; (b) 5% of the proceeds from the Subscription will be used for the recruitment of talents by the Group; and (c) 2.5% of the proceeds from the Subscription will be used for office renovation and enhancement of the Group’s working environment, as disclosed in the Circular.

EFFECTS ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company immediately before and immediately after the Subscription Completion are set out below:

Name of Shareholder	Immediately before the Subscription Completion		Immediately after the Subscription Completion	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Subscriber	27,568,649,093	59.47	28,918,649,093	60.62
public shareholders	<u>18,787,328,636</u>	<u>40.53</u>	<u>18,787,328,636</u>	<u>39.38</u>
Total	<u>46,355,977,729</u>	<u>100.00</u>	<u>47,705,977,729</u>	<u>100.00</u>

Note:

As at the date of this announcement, China Minsheng Banking Corp., Ltd (“**China Minsheng**”) was deemed to be interested in 28,918,649,093 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	28,918,649,093
China Minsheng	28,918,649,093
CMBC International Holdings Limited (“ CMBCI ”)	28,918,649,093
CMBC International Investment (HK) Limited	28,918,649,093

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 the Subscriber.

By order of the Board
CMBC Capital Holdings Limited
Li Jinze
Chairman

Hong Kong, 15 October 2018

As at the date of this announcement, the executive Directors are Mr. Li Jinze, Mr. Ding Zhisuo, 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.