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民銀資本
CMBC CAPITAL HOLDINGS LIMITED

CMBC Capital Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

CONNECTED TRANSACTION

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On 5 February 2018, CMBC Securities, a direct wholly-owned subsidiary of the Company, has entered into the Fee Letter with CMBC HK Branch, pursuant to which CMBC HK Branch agreed to pay CMBC Securities the Commission of US$1 million.

LISTING RULES IMPLICATIONS

CMBC is a controlling Shareholder and is therefore a connected person of the Company. As such, the transactions under the Fee Letter constitute connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined under the Listing Rules) exceed 5% but is less than 25% and the Commission is less than HK$10 million, the transactions under the Fee Letter are subject to reporting and announcement requirement, but are exempted from independent shareholders' approval requirement of the Company under Chapter 14A of the Listing Rules.

CONNECTED TRANSACTION

On 5 February 2018, CMBC Securities, a direct wholly-owned subsidiary of the Company, has entered into the Fee Letter with CMBC HK Branch, pursuant to which, CMBC HK Branch agreed to pay CMBC Securities the Commission of US$1 million. Such Commission shall be paid by CMBC HK Branch into the bank account of CMBC Securities within 10 business days after the date of the Fee Letter. In relation to the Commission, CMBC Securities agreed to act as one of the lead managers for CMBC HK Branch's issuance of US$450 million Floating Rate Notes and US$250 million Fixed Rate Notes issued under a

US$5 billion medium term note programme and to procure the investors to subscribe for the Floating Rate Notes and the Fixed Rate Notes.

The Floating Rate Notes will be due in November 2020 and carry an interest of 0.92% over 3 months LIBOR payable semi-annually. The issue price of the Floating Rate Notes is 99.86% of the aggregated nominal amount. The Fixed Rate Notes will be due in November 2020 and carry an interest of 2.875% per annum payable semi-annually. The issue price of the Fixed Rate Notes is 99.86% of the aggregated nominal amount. Both the Floating Rate Notes and Fixed Rate Notes were issued on 15 November 2017 and listed on the Stock Exchange since 16 November 2017.

INFORMATION OF CMBC HK BRANCH

CMBC HK Branch is the Hong Kong branch of CMBC, a controlling Shareholder holding approximately 60.22% Shares of the Company as at the date of this announcement. CMBC is principally engaged in commercial and retail banking business providing corporate and personal banking, treasury business, finance leasing, asset management and other financial services.

INFORMATION OF THE GROUP

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

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

Taking into account the principal activities of the Group, the Directors consider that the services provided under the Fee Letter are made in the ordinary and usual course of business of the Group.

In November 2017, CMBC Securities and CMBC HK Branch agreed to enter into a fee letter to set out the commission payable to CMBC Securities after the close of the transaction. Based on arm's length negotiation and the contribution and performance of CMBC Securities, CMBC HK Branch agreed to fix the Commission in the amount of US$1,000,000 by entering into the Fee Letter.

The Directors (including the independent non-executive Directors) are of the view that the Fee Letter has been entered into in the ordinary and usual course of business of the Group and consider that the terms of the provision of the services in relation thereto are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

CMBC is a controlling Shareholder and is therefore a connected person of the Company. As such, the transactions under the Fee Letter constitute connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined under the Listing Rules) exceed 5% but is less than 25% and the Commission is less than HK$10 million, the transactions under the Fee Letter are subject to reporting and announcement requirement, but are exempted from independent shareholders' approval requirement of the Company under Chapter 14A of the Listing Rules.

As Mr. Li Jinze, Mr. Ding Zhisuo, Mr. Ren Hailong and Mr. Liao Zhaohui, all being Directors, hold positions in CMBC and/or its associates, they have abstained from voting for the approval of the transactions under the Fee Letter at the Board meeting. Save for the above, no other Directors have any material interests in the Fee Letter or were otherwise required to evade or abstain from voting in respect of the relevant Board resolutions.

DEFINITIONS

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

"associate"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors from time to time
"CMBC"	China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange (stock code: 1988) and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 600016)
"CMBC HK Branch"	CMBC Hong Kong Branch

"CMBC Securities"	CMBC Securities Company Limited (formerly known as Skyway Securities Investment Limited), a company incorporated in Hong Kong with limited liability and a corporation licensed to carry out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO and a direct wholly-owned subsidiary of the Company
"Commission"	the commission of US$1,000,000 payable by CMBC HK Branch to CMBC Securities under the Fee Letter
"Company"	CMBC Capital Holdings Limited, a company incorporated in Bermuda with limited liability, 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
"Directors"	directors of the Company from time to time
"Fee Letter"	the fee letter entered into between CMBC HK Branch and CMBC Securities on 5 February 2018 in relation to, among others, the Commission
"Fixed Rate Notes"	the Fixed Rate Notes due 2020 of CMBC HK Branch in the aggregated principal amount of US$250 million under a US$5 billion medium term note programme
"Floating Rate Notes"	the Floating Rate Notes due 2020 of CMBC HK Branch in the aggregated principal amount of US$450 million under a US$5 billion medium term note programme
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"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
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Shareholder(s)"	holder(s) of the Share(s)
"Shares"	ordinary shares of HK$0.01 each in the capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US$"	US dollars, the lawful currency of the United States
"%"	per cent.

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

Hong Kong, 5 February 2018

As at the date of this announcement, 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.