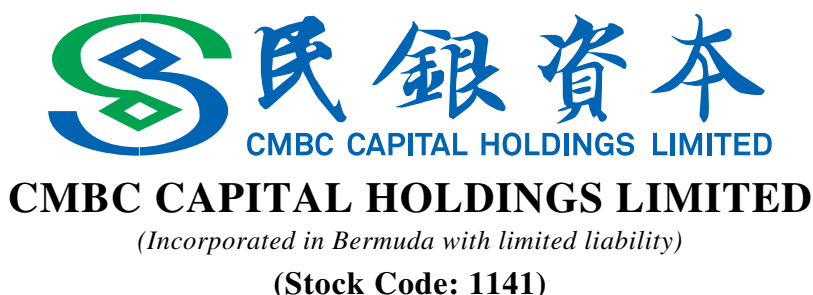


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DISCLOSEABLE TRANSACTION IN RELATION TO PROVISION OF FINANCIAL ASSISTANCE

Reference is made to the announcement of the Company dated 31 May 2018, in relation to, among others, the proposed grant of the First Loan by CMBCCF to the First Borrower. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

On 14 June 2018, CMBCCF has entered into the Second Facility Agreement with the Second Borrower, pursuant to which CMBCCF has agreed to make available to the Second Borrower the Second Loan.

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Loan Facilities exceed(s) 5% but less than 25%, the grant of the Loan Facilities (as aggregated pursuant to Rule 14.22 of the Listing Rules) constitutes discloseable transactions of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

The Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 13.15 of the Listing Rules in respect of the disclosure of the identity of the Second Borrower and the interest rate of the Second Loan.

THE SECOND FACILITY AGREEMENT

Reference is made to the announcement of the Company dated 31 May 2018, in relation to, among others, the proposed grant of the First Loan by CMBCCF to the First Borrower (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

On 14 June 2018, CMBCCF has entered into the Second Facility Agreement with the Second Borrower, pursuant to which CMBCCF has agreed to make available to the Second Borrower the Second Loan.

The principal terms of the Second Facility Agreement are as follows:

Date:	14 June 2018
Parties:	i. CMBCCF; and ii. the Second Borrower.
Principal Amount:	US\$50,000,000
Conditions Precedent:	The Second Loan will be made available to the Second Borrower on the utilisation date upon satisfaction, among others, of the following conditions precedent: i. CMBCCF has received all documents as required under the Second Facility Agreement; and ii. no default is continuing or would result from the Second Loan under the Second Facility Agreement.
Utilisation:	subject to the satisfaction of the conditions precedent as set out in the Second Facility Agreement, the Second Borrower may utilise the Second Loan from and including the date falling 2 business days from the date on which an utilisation request is delivered to CMBCCF.
Purpose:	to secure certain business opportunities.

Interest rate:	5% to 10% per annum, payable in advance on the utilisation date.
Maturity Date:	3 months from the utilisation date.
Repayment:	subject as otherwise provided in the Second Facility Agreement, the Second Borrower shall repay the outstanding Second Loan in full on the maturity date.
Security:	the Second Loan will be secured by, <i>inter alia</i> , the following: i. charge of the shares of the Second Borrower; and ii. corporate guarantee provided by the Guarantor.

The Company will finance the Second Loan with its internal resources.

INFORMATION ON THE CREDIT RISK RELATING TO THE SECOND LOAN

The grant of the Second Loan was determined on the basis of CMBCCF credit assessments made on, *inter alia*, that the financial strength of the Guarantor. The Guarantor is a large-scale company established in 1988, principally engaged in the business of pharmaceutical products manufacturing, real estate, media, culture and sports business. According to its audited financial statement as at 31 December 2017, the consolidated net asset and consolidated total asset of the Guarantor exceed HK\$40 billion and HK\$90 billion, respectively. As such, and taking into consideration the relatively short term of the Second Loan, the Company considers that the risks involved in the advance to the Second Borrower are relatively low.

The Group has granted the First Loan to the First Borrower pursuant to the facility agreement dated 31 May 2018, which was secured by, among others, the corporate guarantee provided by the Guarantor. Neither the Second Borrower nor the Guarantor have any previous default on any loans provided by the Group. The credit rating agency, Dagong Global Credit Rating Co., Ltd (大公國際資信評估有限公司), has assigned an “AA+” rating with stable outlook to the Guarantor. To the best knowledge, information and belief of the Directors, the Second Borrower did not have any credit rating as at the date of this announcement.

REASONS FOR AND BENEFITS OF THE ENTERING INTO THE SECOND FACILITY AGREEMENT

Taking into account the principal activities of the Group, the Directors consider that entering into the Second Facility Agreement and the grant of the Second Loan thereunder are in the ordinary and usual course of business of the Group.

The Second Facility Agreement has been entered into based on the Company's development strategy. Taking into account the return from the grant of the Second Loan and based on the result of the credit assessments, the Directors consider that the terms of the Second Facility Agreement are fair and reasonable, the entering into the Second Facility Agreement and the grant of the Second Loan hereunder are in the interests of the Company and its Shareholders as a whole.

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.

INFORMATION OF THE SECOND BORROWER AND THE GUARANTOR

To the best of the knowledge, information and belief of the Directors, as at the date of this announcement, the Second Borrower is an indirect subsidiary of the Guarantor incorporated in Hong Kong, which is principally engaged in media, culture and sports business.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Second Borrower, the Guarantor and their respective ultimate beneficial owners is an Independent Third Party as at the date of this announcement.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Loan Facilities exceed(s) 5% but less than 25%, the grant of the Loan Facilities (as aggregated pursuant to Rule 14.22 of the Listing Rules) constitutes discloseable transactions of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

WAIVER FROM STRICT COMPLIANCE WITH RULE 13.15 OF THE LISTING RULES

The Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 13.15 of the Listing Rules in respect of the disclosure of the identity of the Second Borrower and the interest rate of the Second Loan.

DEFINITION

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

“Board”	the board of Directors
“Company”	CMBC Capital Holdings Limited (民銀資本控股有限公司), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange (stock code: 1141)
“CMBCCF”	CMBC Capital Finance Limited, a limited liability company incorporated in Hong Kong and a direct wholly-owned subsidiary of the Company
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“First Borrower”	a company incorporated in Hong Kong with limited liability, and an indirect subsidiary of the Guarantor
“First Loan”	the loan granted by CMBCCF to the First Borrower in the principal amount of US\$40,000,000 pursuant to a facility agreement dated 31 May 2018
“Group”	the Company and its subsidiaries

“Guarantor”	a limited liability company established in the PRC
“HK\$”	Hong Kong Dollars(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any entity(ies) or person(s) which or who is/are not a connected person of the Company within the meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Facilities”	collectively, the First Loan and the Second Loan
“PRC”	the People’s Republic of China, for the purpose of this announcement, does not include Hong Kong, Macau Special Administrative Region and Taiwan
“Second Borrower”	a company incorporated in Hong Kong with limited liability, and an indirect subsidiary of the Guarantor and is a fellow subsidiary of the First Borrower
“Second Facility Agreement”	the facility agreement dated 14 June 2018 entered into between the Company and the Second Borrower, pursuant to which CMBCCF has agreed to make available to the Second Borrower the Second Loan
“Second Loan”	a loan to be provided by CMBCCF to the Second Borrower in the principal amount of US\$50 million pursuant to the Second Facility Agreement
“Shareholders”	holders of the shares 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, 14 June 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.