民銀資本
CMBC CAPITAL HOLDINGS LIMITED

CMBC Capital Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE PROVISION OF ADVISORY SERVICES

THE ADVISORY AGREEMENT

On 30 September 2018 (after trading hours), CMBCCF, a wholly-owned subsidiary of the Company, entered into the Advisory Agreement with the Parent Company of the Borrower, pursuant to which, the Parent Company of the Borrower agreed to appoint CMBCCF as advisor to perform the Services and CMBCCF has agreed to perform the Services to the Parent Company of the Borrower. Under the Advisory Agreement, the Parent Company of the Borrower agreed to pay CMBCCF the Advisory Fee of HK$7 million.

The Advisory Agreement is in connection with arranging the Loans which comprises the Senior Syndicated Loan in the amount of HK$390 million, among which, HK$264.5 million to be provided by CMBCC Investment Fund SPC – CMBCC Stable Investment Fund SP1 and the Mezzanine Syndicated Loan in the amount of HK$310 million, among which, HK$200 million to be provided by CMBCI.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the transaction under the Advisory Agreement exceed 5% but are less than 25%, the transaction under the Advisory Agreement constitutes a discloseable transaction of the Company, and is subject to reporting and announcement requirements pursuant to Chapter 14 of the Listing Rules.

CMBCC Investment Fund SPC – CMBCC Stable Investment Fund SP1 is an associate of China Minsheng Bank and China Minsheng Bank is an indirect controlling Shareholder of the Company. CMBCC Investment Fund SPC – CMBCC Stable Investment Fund SP1 is therefore a connected person of the Company. CMBCI is also an indirect controlling Shareholder of the Company and is therefore a connected person of the Company. As such, the transaction under the Advisory Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As all the applicable ratios is less than 25% and the Advisory Fee is less than HK$10 million, the transaction under the Advisory Agreement is subject to reporting and announcement requirement, but are exempted from the independent Shareholders' approval requirement of the Company under Chapter 14A of the Listing Rules.

THE ADVISORY AGREEMENT

On 30 September 2018 (after trading hours), CMBCCF, a wholly-owned subsidiary of the Company, entered into the Advisory Agreement with the Parent Company of the Borrower, pursuant to which, the Parent Company of the Borrower agreed to appoint CMBCCF as advisor to perform the Services in relation to the arrangement of the Loans and CMBCCF has agreed to perform and provide the Services to the Parent Company of the Borrower. Under the Advisory Agreement, the Parent Company of the Borrower agreed to pay CMBCCF the Advisory Fee of HK$7 million.

The Advisory Agreement is in connection with arranging the Loans which comprises the Senior Syndicated Loan in the amount of HK$390 million, among which, HK$264.5 million to be provided by CMBCC Investment Fund SPC – CMBCC Stable Investment Fund SP1 and the Mezzanine Syndicated Loan in the amount of HK$310 million, among which, HK$200 million to be provided by CMBCI.

The principal terms of the Advisory Agreement are set out below.

Date:	30 September 2018
Parties:	CMBCCF as the advisor The Parent Company of the Borrower as the appointor

Services:	The services to be provided by CMBCCF includes but is not limited to:– • general advice on the different financing structures and financial planning of the Parent Company of the Borrower; • providing materials and information in relation to the loans or financing market in Hong Kong; • arrangement of the Loans; and • other services to be agreed by CMBCCF and the Parent Company of the Borrower;
Fees:	HK$7 million payable upon the completion of the Services which is non-refundable

The Senior Facility Agreement

Because of the Services as provided by CMBCCF, CMBCC Investment Fund SPC – CMBCC Stable Investment Fund SP1, a connected person of the Company, together with another member of the Senior Lender Syndicate which to the best knowledge, information and belief of the Directors who have made all reasonable enquiries, is an Independent Third Party, plans to enter into the Senior Facility Agreement with the Borrower, pursuant to which the Senior Lender Syndicate agrees to make available to the Borrower the Senior Syndicated Loan in an aggregate amount equivalent to a total commitment of HK$390 million. CMBC Investment Fund SPC – CMBCC Stable Investment SP1 plans to commit to grant HK$264.5 million of the Senior Syndicated Loan under the Senior Facility Agreement.

The Mezzanine Facility Agreement

Because of the Services as provided by CMBCCF, CMBCI, a connected person of the Company, together with another member of the Mezzanine Lender Syndicate which to the best knowledge, information and belief of the Directors who have made all reasonable enquiries, is an Independent Third Party, plans to enter into the Mezzanine Facility Agreement with the Borrower, pursuant to which the Mezzanine Lender Syndicate agrees to make available to the Borrower the Mezzanine Syndicated Loan in an aggregate amount equivalent to a total commitment of HK$310 million. CMBCI plans to commit to grant HK$200 million of the Mezzanine Syndicated Loan under the Mezzanine Facility Agreement.

INFORMATION OF CMBCI AND CMBCC INVESTMENT FUND SPC – CMBCC STABLE INVESTMENT FUND SP1

CMBCI is a direct wholly-owned subsidiary of China Minsheng Bank incorporated in Hong Kong in February 2015 with the approval of China Banking Regulatory Commission. As at the date of the announcement, CMBCI is principally engaged in the business of investment.

As at the date of this announcement, CMBCI holds approximately 59.47% of total issued share capital of the Company and is an indirect controlling shareholder of the Company.

CMBCC Investment Fund SPC is an exempted company with limited liability incorporated in the Cayman Islands and registered as a segregated portfolio company under the laws of the Cayman Islands. CMBCC Stable Investment Fund SP1 is segregated portfolio of CMBCC Investment Fund SPC. CMBCC Investment Fund SPC – CMBCC Stable Investment Fund SP1 is an associate of China Minsheng Bank and China Minsheng Bank is an indirect controlling Shareholder of the Company. CMBCC Investment Fund SPC – CMBCC Stable Investment Fund SP1 is therefore a connected person of the Company.

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 PARENT COMPANY OF THE BORROWER

To the best of the knowledge, information and belief of the Directors who have made all reasonable enquiries, as at the date of this announcement, the Parent Company of the Borrower is a company registered in Bermuda (and a registered non-Hong Kong Company under Part 16 of the Companies Ordinance), which is a holding company.

To the best of the knowledge, information and belief of the Directors who have made all reasonable enquiries, each of the Borrower, the Parent Company of the Borrower and their respective ultimate beneficial owner(s) is an Independent Third Party as at the date of this announcement.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

Taking into account the principal activities of the Group, the Directors consider that the Services to be provided under the Advisory Agreement are made in the ordinary and usual course of business of the Group, and the Advisory Fee is determined on arm's length negotiation.

The Directors (including the independent non-executive Directors) are of the view that the Advisory Agreement has been entered into in the ordinary and usual course of business of the Group and consider that the terms of the Advisor Agreement 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

As one or more of the applicable percentage ratios in respect of the transaction under the Advisory Agreement exceed 5% but are less than 25%, the transaction under the Advisory Agreement constitutes a discloseable transaction of the Company, and is subject to reporting and announcement requirements pursuant to Chapter 14 of the Listing Rules.

CMBCC Investment Fund SPC – CMBCC Stable Investment Fund SP1 is an associate of China Minsheng Bank and China Minsheng Bank is an indirect controlling Shareholder of the Company. CMBCC Investment Fund SPC – CMBCC Stable Investment Fund SP1 is therefore a connected person of the Company. CMBCI is also an indirect controlling Shareholder of the Company and is therefore a connected person of the Company. As such, the transaction under the Advisory Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As all the applicable ratios is less than 25% and the Advisory Fee is less than HK$10 million, the transaction under the Advisory Agreement is 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 China Minsheng Bank and/or its associates, they have abstained from voting for the approval of the transactions under the Advisory Agreement at the Board meeting. Save for the above, no other Directors have any material interests in the Advisory Agreement or were otherwise required to evade or abstain from voting in respect of the relevant Board resolutions.

DEFINITIONS

"Advisory Agreement"	the advisory agreement dated 30 September 2018 entered into between CMBCF and the Parent Company of the Borrower in relation to provision of certain services by CMBCCF to the Parent Company of the Borrower
"Advisory fee"	a non-refundable advisory fee of HK$7 million to be paid by the Parent Company of the Borrower to CMBCCF upon completion of the Services pursuant to the Advisory Agreement

"associates"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors from time to time
"Borrower"	a company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of the Parent Company as at the date of this announcement
"China Minsheng Bank"	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)
"CMBCC Investment Fund SPC"	an exempted company with limited liability incorporated in the Cayman Islands and registered as a segregated portfolio company under the laws of the Cayman Islands
"CMBCC Stable Investment Fund SP1"	a segregated portfolio of CMBCC Investment Fund SPC
"CMBCCF"	CMBC Capital Finance Limited, a limited liability company incorporated in Hong Kong and a direct wholly-owned subsidiary of the Company
"CMBCI"	CMBC International Holdings Limited, a company incorporated in Hong Kong with limited liability and a controlling shareholder of the Company
"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)
"connected person"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules
"Directors"	directors of the Company from time to time

"Group"	the Company and its subsidiaries
"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
"Loans"	collectively, the Senior Syndicated Loan and the Mezzanine Syndicated Loan
"Mezzanine Facility Agreement"	the mezzanine facility agreement to be entered into between CMBCI together with another member of the Mezzanine Lender Syndicate and the Borrower, pursuant to which the Mezzanine Lender Syndicate agrees to make available to the Borrower the Mezzanine Syndicated Loan in an amount of HK$310 million
"Mezzanine Lender Syndicate"	a mezzanine lender syndicate group being the lenders under the Mezzanine Facility Agreement for the Mezzanine Syndicated Loan
"Mezzanine Syndicated Loan"	a mezzanine syndicated loan to be provided by the Mezzanine Lender Syndicate to the Borrower in the principal amount of HK$310 million pursuant to the Mezzanine Facility Agreement
"Parent Company"	a company incorporated in Bermuda
"Senior Facility Agreement"	the senior facility agreement to be entered into between CMBCC Investment Fund SPC – CMBCC Stable Investment Fund SP1 together with another member of the Senior Lender Syndicate and the Borrower, pursuant to which the Senior Lender Syndicate agrees to make available to the Borrower the Senior Syndicated Loan in an amount of HK$390 million
"Senior Lender Syndicate"	a senior lender syndicate group being the lenders under the Senior Facility Agreement for the Senior Syndicated Loan

"Senior Syndicated Loan"	a senior syndicated loan to be provided by the Senior Lender Syndicate to the Borrower in the principal amount of HK$390 million pursuant to the Senior Facility Agreement
"Services"	The services to be provided by CMBCCF to the Parent Company of the Borrower pursuant to the Advisory Agreement
"Shareholders"	holders of the Shares
"Shares"	ordinary shares of HK$0.01 each in the capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent

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

Hong Kong, 1 October 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.