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CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

DISCLOSEABLE TRANSACTION AMENDMENT AGREEMENTS IN RELATION TO PROVISION OF FINANCIAL ASSISTANCE

THE AMENDMENT AGREEMENTS IN RELATION TO THE PROVISION OF FINANCIAL ASSISTANCE

Reference is made to the Announcement and the Circular.

The Board announces that on 29 July 2020 (after trading hours), after arm's length negotiation, (A) the Company, together with other members of the Lender Syndicate and the Agent, have entered into the Amendment Agreements with the Borrowers and the Guarantors, among other amendments, (i) to extend the Original Maturity Date to the Extended Maturity Date; (ii) to increase the interest rate of the Syndicated Loan to 12% per annum with effect from the day immediately following the Original Maturity Date and with possibility of a further 2% increase retrospectively from 1 July 2020 subject to the terms and conditions of the Amendment Agreements; and (iii) pursuant to which the Borrowers shall pay a fee representing settlement of the default interest due and payable on the Original Maturity Date in the amount of approximately HK\$430.7 million to the Lender Syndicate on the Extended Maturity Date; and (B) the Company, together with other members of the Lender Syndicate and the Agent, have entered into the Deed of Call Option with the Borrowers, pursuant to which Huge Auto has granted the Lender Syndicate the Call Option over the Option Shares as an additional security for the Syndicated Loan.

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 Company's Existing Commitment exceed(s) 5% but less than 25%, the entering into of the Amendment Agreements constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As the relevant advance amount does not exceed 8% of the assets ratio as defined under Rule 13.13 of the Listing Rules, the entering into of the Amendment Agreements is not subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

Reference is made to the announcement of the Company dated 28 August 2017 (“**Announcement**”) and the circular of the Company dated 21 October 2017 (“**Circular**”) in relation to the Facility Agreement pursuant to which the Lender Syndicate had agreed, on several basis, to make available to the Borrowers the Syndicated Loan in an aggregated amount equivalent to a total commitment of HK\$5.81 billion. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meaning as those defined in the Announcement.

THE AMENDMENT AGREEMENTS IN RELATION TO THE PROVISION OF FINANCIAL ASSISTANCE

Since the maturity date under the Facility Agreement (“**Original Maturity Date**”), the Borrowers had made various repayments on the principal sum and had been in negotiation with the Lender Syndicate for the extension of the Syndicated Loan.

On 29 July 2020, (A) the Company, together with other members of the Lender Syndicate and the Agent, have entered into the amendment and restatement agreement (the “**Amendment and Restatement Agreement**”) and the amended and restated facility agreement (as amended and restated by the Amendment and Restatement Agreement) (the “**Amended and Restated Facility Agreement**”, together with the Amendment and Restatement Agreement, the “**Amendment Agreements**”) with the Borrowers and the Guarantors to, among other amendments, (i) extend the Original Maturity Date to 2 September 2020 (“**Extended Maturity Date**”); (ii) to increase the interest rate of the Syndicated Loan to 12% per annum with effect from the day immediately following the Original Maturity Date and with possibility of a further 2% increase retrospectively from 1 July 2020 subject to the terms and conditions of the Amendment Agreements; and (iii) pursuant to which the Borrowers shall pay a fee representing settlement of the default interest due and payable on the Original Maturity Date in the amount of approximately HK\$430.7 million to the Lender Syndicate on the Extended Maturity Date; and (B) the Company, together with other members of the

Lender Syndicate and the Agent have entered into a deed of call option (“**Deed of Call Option**”) with the Borrowers, pursuant to which Huge Auto has granted the Lender Syndicate a call option (“**Call Option**”) over 100% of the shares of CGA wholly owned by Huge Auto (“**Option Shares**”) as an additional security for the Syndicated Loan. The Call Option was granted at a nominal consideration with an exercise period of two years from the Extended Maturity Date. Pursuant to the Deed of Call Option, where the Borrowers fail to pay in full all outstanding amounts, obligations and liabilities owed by the Borrowers under the Amended and Restated Facility Agreement on the Extended Maturity Date, the Lender Syndicate shall have the right to acquire the Option Shares at the exercise price, as full and final settlement of all outstanding amounts, obligations and liabilities owed by the Borrowers.

As at the date of this announcement, the outstanding principal sum of the Syndicated Loan is approximately HK\$3.1 billion (the “**Outstanding Loan**”). The outstanding principal for the Company’s participation has been reduced to approximately HK\$214.0 million (the “**Company’s Existing Commitment**”).

Save as disclosed herein, all other material terms and provisions of the Facility Agreement, as well as the security under the Syndicated Loan remain in full force and effect.

REASONS FOR AND BENEFIT OF THE ENTERING INTO OF THE AMENDMENT AGREEMENTS

Taking into account the principal activities of the Group, the Directors consider that the entering into of the Amendment Agreements and the grant of the extension of the Syndicated Loan thereunder are in the ordinary and usual course of business of the Group.

The Amendment Agreements have been entered into after arm’s length negotiation between the parties and is based on the Company’s development strategy.

Taking into account the return from the entering into of the Amendment Agreements and based on the result of the credit assessments made on the financial strength and repayment ability of the Borrowers, the Guarantors, the security for the Syndicated Loan and the additional Call Option, the Directors consider that the terms of the Amendment Agreements are fair and reasonable, the entering into of the Amendment Agreements 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 BORROWERS, THE GUARANTORS, CGA AND CGA MAURITIUS

To the best of the knowledge, information and belief of the Directors, as at the date of this announcement:

1. the Agent is a company incorporated in Hong Kong with limited liability whose principal business is the provision of structured financing services;
2. HGH is a company incorporated in Hong Kong with limited liability whose principal business is investment holding, the shares of which are 100% owned by National Holdings;
3. Huge Auto is a business company incorporated under the laws of the British Virgin Islands whose principal business is investment holding, the shares of which are 100% owned by HGH;
4. National Holdings is a business company incorporated under the laws of the British Virgin Islands whose principal business is investment holding, the shares of which are 100% owned by Mr. Huang, a PRC resident;
5. CGA is an exempted company incorporated under the laws of the Cayman Islands whose principal business is investment holding, the shares of which are owned as to 100% by Huge Auto; and
6. CGA Mauritius is a private company limited by shares incorporated under the laws of Mauritius whose principal business is investment holding, the shares of which are 100% owned by CGA.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Agent, the Obligors and their respective ultimate beneficial owners are Independent Third Parties.

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 Company's Existing Commitment exceed(s) 5% but less than 25%, the entering into of the Amendment Agreements constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As the relevant advance amount does not exceed 8% of the assets ratio as defined under Rule 13.13 of the Listing Rules, the grant of the extension of the Outstanding Loan is not subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

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

Hong Kong, 29 July 2020

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.