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## **China Minsheng Financial Holding Corporation Limited**

**中國民生金融控股有限公司**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 245)**

### **PROPOSED CHANGE OF AUDITORS**

This announcement is made by China Minsheng Financial Holding Corporation Limited (the “**Company**“, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board of Directors (the “**Board**”) of the Company hereby announces that RSM Hong Kong (“**RSM**”) will retire as the auditor of the Group due to the expiry of its current term of engagement, with effect from the end of the forthcoming annual general meeting of the Company (the “**AGM**”).

At the recommendation of the audit committee, the Board proposed to appoint PricewaterhouseCoopers (“**PWC**”) as the auditors of the Group for the year of 2016. The proposed appointment of PWC is subject to the approval of the shareholders of the Company at the AGM.

The Company has received a letter from RSM confirming that there were no matters connected with its retirement that need to be brought to the attention of the shareholders of the Company. The Board and the audit committee recognise the change of auditors is for good corporate governance and have also confirmed that there are no disagreements between RSM and the Company and no matters in respect of the proposed change of auditors that need to be brought to the attention of the shareholders of the Company.

A circular containing, amongst other things, further information regarding the change of auditors of the Company together with a notice of AGM will be dispatched to the shareholders of the Company as soon as practicable.

The Board would like to take this opportunity to express its appreciation to RSM for its professional services and supported in the past years.

By Order of the Board  
**China Minsheng Financial Holding Corporation Limited**  
**Zhang Sheng**  
*Chairman*

Hong Kong, 16 May 2016

*As at the date of this announcement, the Board comprises (1) Mr. Liu Tianlin, Mr. Wang Sing, Ms. Feng Xiaoying and Mr. Zhao Hongbo as executive directors of the Company; (2) Mr. Zhang Sheng and Mr. Ni Xinguang as non-executive directors of the Company; and (3) Mr. Lyu Wei, Mr. Chen Johnny, Mr. Beczak Thaddeus Thomas and Mr. Ling Yu Zhang as independent non-executive directors of the Company.*