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CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

PROPOSED CHANGE OF AUDITOR

The Board announces that Deloitte will retire as the external auditor of the Company due to expiry of appointment, with effect from the close of the AGM. The Board proposes the appointment of KPMG as the new auditor of the Company to fill the vacancy following the retirement of Deloitte, subject to approval of the Shareholders by way of ordinary resolution at the AGM.

The board (the “**Board**”) of directors (the “**Directors**”) of CMBC Capital Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Deloitte Touche Tohmatsu (“**Deloitte**”) will retire as the external auditor of the Company due to expiry of appointment, with effect from the close of the annual general meeting in 2017 (the “**AGM**”).

Deloitte was re-appointed as the Company’s auditor for the year ended 31 March 2017 at the Company’s annual general meeting held on 8 September 2016 to hold office until the conclusion of the AGM.

KPMG is the current auditor of each of CMBC International Holdings Limited (“**CMBCI**”) and China Minsheng Banking Corp., Ltd. (“**China Minsheng Bank**”), the controlling shareholders of the Company. With the expiry of Deloitte’s service term, the Audit Committee considers that the appointment of KPMG as the Company’s auditor can align the audit work of the Group, CMBCI and China Minsheng Bank thereby enhancing the efficiency of the audit services to be provided to the Group and its controlling shareholders. The Audit Committee of the Company has recommended that the Board proposes the appointment of KPMG as the Company’s auditor. Accordingly, the Board has resolved to propose the

appointment of KPMG as the new auditor of the Company to fill the vacancy following the retirement of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval of the shareholders of the Company (the “Shareholders”) at the AGM.

The Company has received a confirmation from Deloitte that there is no matter which Deloitte needs to bring to the attention of the holders of the securities of the Company in relation to its retirement as auditor of the Company. The Board also confirmed that there were no matters in relation to the proposed change of auditor that need be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Deloitte for its professional and quality services rendered to the Group during the past years.

The proposed change of auditor is subject to the approval of the Shareholders by way of an ordinary resolution at a general meeting of the Company.

A circular containing, among other things, information of the proposed change of auditor, together with the notice of the AGM, will be despatched to the Shareholders in due course in accordance with the Listing Rules.

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

Hong Kong, 26 July 2017

As at the date of this announcement, the executive Director is Mr. Li Jinze, 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.