

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

PROPOSED CHANGE OF AUDITOR

The Board announces that KPMG will retire as the external auditor of the Company due to expiry of appointment, with effect from the conclusion of the AGM. The Board proposes the appointment of PricewaterhouseCoopers as the new auditor of the Company to fill the vacancy following the retirement of KPMG, subject to approval of the Shareholders by way of an 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 KPMG will retire as the external auditor of the Company due to expiry of appointment, with effect from the conclusion of the annual general meeting of the Company to be held on 28 June 2019 (the “**AGM**”).

KPMG was re-appointed as the Company’s auditor for the year ended 31 December 2018 at the Company’s special general meeting held on 22 August 2018 to hold office until the conclusion of the AGM.

China Minsheng Banking Corp., Ltd. (“**China Minsheng Bank**”), the controlling shareholder of the Company, has proposed to appoint PricewaterhouseCoopers to be its auditor for 2019 with one-year employment term. With the expiry of KPMG’s service term, the audit committee of the Company (the “**Audit Committee**”) considers that if the appointment of PricewaterhouseCoopers to be the auditor of China Minsheng Bank for 2019 is approved by its shareholders, the appointment of PricewaterhouseCoopers as the Company’s auditor can align the audit work of the Group and China Minsheng Bank and thereby enhance the efficiency of the audit services to be provided to the Group and its controlling shareholder. The Audit Committee has recommended that the Board proposes the

appointment of PricewaterhouseCoopers as the Company's auditor. Accordingly, the Board has resolved to propose the appointment of PricewaterhouseCoopers as the new auditor of the Company to fill the vacancy following the retirement of KPMG 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.

KPMG has confirmed that there is no matter which KPMG 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 are no matters in relation to the proposed change of auditor that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to KPMG 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 the AGM.

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, 28 May 2019

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.