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民銀資本控股有限公司

CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

PROPOSED CHANGE OF AUDITOR

The announcement is made by CMBC Capital Holdings 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 (the “**Board**”) of directors (the “**Directors(s)**”) of the Company announces that PricewaterhouseCoopers (“**PwC**”) will retire as the auditor of the Company upon expiration of its current term of office at the conclusion of the forthcoming annual general meeting of the Company to be held on 30 June 2025 (the “**2025 AGM**”).

The Board also announces that it has resolved, with the recommendation of the Company’s audit committee (the “**Audit Committee**”), to propose at the 2025 AGM a resolution to approve the appointment of KPMG with a term commencing from the date of conclusion of the 2025 AGM until the conclusion of the next annual general meeting of the Company, subject to the approval by the shareholders of the Company (the “**Shareholders**”) at the 2025 AGM and the satisfactory completion of KPMG’s client acceptance procedures.

Since 25 October 2024, KPMG has been acting as the auditor of China Minsheng Banking Corp., Ltd. (“**China Minsheng Bank**”), the controlling shareholder of the Company. The Board is of the view that the appointment of KPMG 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 Board has therefore resolved to change the auditor at the 2025 AGM.

The Audit Committee has considered a number of factors in assessing the appointment of KPMG as the new auditor of the Company, including but not limited to (i) the standard of business integrity from their track records and their reputation in the industry; (ii) their independence and objectivity; (iii) their industry knowledge, technical competence/expertise and performance capability; (iv) their presentation to and communication with the Audit Committee; (v) their past results of inspections by applicable regulatory and professional bodies; (vi) their governance and corporate culture and team structure; (vii) their audit fee; and (viii) factors set out in the guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee has assessed and considered KPMG is eligible and suitable to act as the new auditor of the Company. The Board and the Audit Committee are of the view that the change of auditor to KPMG is in the interests of the Company and the Shareholders as a whole. The Board and the Audit Committee have confirmed that there are no matters in respect of the proposed appointment of auditor that need to be brought to the attention of the Shareholders.

The Company is incorporated under the laws of Bermuda and to the knowledge of the Board there is no requirement under the laws of Bermuda for the retiring auditor to confirm whether or not there is any circumstance connected with their retirement which they consider should be brought to the attention of the Shareholders and creditors. PwC has therefore not issued such confirmation.

The Audit Committee and the Board have confirmed that, there is no disagreement between PwC and the Company, and there are no matters in respect of the retirement of auditor that need to be brought to the attention of the holders of securities of the Company and the Stock Exchange. The Board would like to take this opportunity to express its sincere gratitude to PwC for its professional and quality services rendered to the Company over the past years.

A circular containing, among other things, details of the proposed change of auditor and a notice of the 2025 AGM will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cmbccap.com) in due course.

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

Hong Kong, 30 May 2025

As at the date of this announcement, the executive Directors are Mr. Li Baochen, Mr. Li Ming and Mr. Ng Hoi Kam; the non-executive Directors are Ms. Wu Yuan and Mr. Xu Feng; and the independent non-executive Directors are Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua.