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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)

ANNOUNCEMENT

APPOINTMENT OF EXECUTIVE DIRECTOR AND CHANGE OF CHIEF EXECUTIVE OFFICER AND AUTHORISED REPRESENTATIVES

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of China Minsheng Financial Holding Corporation Limited (the “**Company**”) announces that (i) Mr. Wang Sing (“**Mr. Wang**”) has been appointed as an executive director and the Chief Executive Officer of the Company with effect from 17 February 2016; (ii) Mr. Liu Tianlin (“**Mr. Liu**”) will step down from the position of Chief Executive Officer of the Company, with effect from 17 February 2016; and (iii) Mr. Wang will replace Ms. Feng Xiaoying (“**Ms. Feng**”) as the authorised representative of the Company with effect from 17 February 2016.

APPOINTMENT OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

The Company expects that Mr. Wang, former Partner at TPG, will bring the Company significant experience to strengthen and lead its growing comprehensive financial services platform to target new economy opportunities. In his new role, Mr. Wang will work across the Company’s current financial services platforms and expand them by sourcing opportunities with other well-known financial institutions in China and overseas. The Company has a strong capital foundation, is well positioned and licensed in Hong Kong to conduct a range of financial services including asset management, brokerage and money lending.

The Company is excited to have Mr. Wang as its next CEO. Mr. Wang was recruited through a thorough selection process. His world-class experience, deep relationships across China and overseas, strong insights and track record in building great investment businesses will be fundamental as the Company enters the next phase of its growth.

Mr. Wang, 52, is currently a Senior Advisor to TPG Growth. From 2006 to 2015, Mr. Wang was a Partner at TPG (previously Texas Pacific Group), a leading global alternative asset firm with over US\$70 billion of assets under management. During this period, Mr. Wang served as a Co-Chairman of TPG Greater China and the Head of TPG Growth North Asia.

Prior to joining TPG, Mr. Wang was the Chief Executive Officer and Executive Director of TOM Group Limited (stock code: 2383) from mid-2000 to early 2006, a Chinese-language media and internet conglomerate in Greater China. While at Tom Group, Mr. Wang was selected by Cai Jing Shi Bao (China Business Post — a leading business publication in China) as one of the “Top 10 China IT Business People” in 2003. Subsequently, he won the “Executive Award” in the 2004 DHL/SCMP Hong Kong Business Award and also became a member of the “Young Global Leaders” under the World Economic Forum. With the award of “China Media People 2005” and “China’s Venture Capital Award for Outstanding Investor (1998–2008)”, Mr. Wang’s achievement is further recognized.

Since mid-1993, he spent seven years at Goldman Sachs in both New York and Hong Kong in various positions including Executive Director and the Head of China High Technology in Hong Kong. He was a founding member of Goldman Sachs’ Asia private equity team. Before Goldman Sachs, Mr. Wang was a manager at HSBC Private Equity in Hong Kong and a strategic consultant with McKinsey & Co. in Chicago, USA. In 1991, he founded Amerinvest Group of companies, personal investment companies that focus primarily in real estate, forestry, natural resources and start-up high-tech companies, etc.

Mr. Wang had previously served as an alternate director of Ping An Insurance (Group) Company of China, Ltd. (stock code: 2318) from mid 1994 to early 2000 and also as a director of China Resources Land Limited (stock code: 1109) (then known as China Resources Beijing Land Limited) from August 1996 to January 1999. Mr. Wang also served as a director of China Renewable Energy Investment Limited (stock code: 987) from June 2011 to October 2015, and served as a director of MIE Holdings Corporation (stock code: 1555) from June 2010 to November 2015. He was a member of the Listing Committee of the Stock Exchange of Hong Kong from June 2011 to May 2013. He is also the Chairman of Texas Kang Kai Group of Companies since 2015.

Mr. Wang is a Standing Committee Member of the 11th Yunnan Provincial Committee of the Chinese People’s Political Consultative Conference and the Chairman of the Industry Policy Committee of China Venture Capital and Private Equity Association.

Mr. Wang graduated from Yunnan University, China, with a Bachelor of Science degree in Chemistry. He holds a Master of Science degree in Forestry and its Relation to Land Use, a Bachelor of Arts degree in Philosophy, Politics and Economics and an Oxford Master of Arts, all from the University of Oxford, UK.

Save as disclosed above, Mr. Wang has confirmed that he does not hold any position with the Company nor any other directorship in any other listed public companies in the last three years.

As at the date of this announcement, Mr. Wang does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), nor does he have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Wang is expected to enter into a service contract with the Company for a term of three years provided that either party may terminate such service contract at any time by giving at least nine months’ notice in writing. In accordance with the articles of association of the Company, Mr. Wang’s appointment as an executive director is subject to retirement by

rotation and re-election at the Company's general meeting. The service contract is expected to provide Mr. Wang with a base remuneration, share awards, incentive awards, and the right to participate in the senior management bonus pool and the Company's share option scheme. Mr. Wang's remuneration package will be reviewed by the Board and the Remuneration Committee on an annual basis and determined by the Remuneration Committee with reference to his experience, duties and responsibilities, and the prevailing market conditions.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Wang as an executive director and the Chief Executive Officer that need to be brought to the attention of the shareholders of the Company, nor is there any information required to be disclosed by the Company pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

RESIGNATION OF CHIEF EXECUTIVE OFFICER

The Board announces that with effect from 17 February 2016, Mr. Liu will step down as the Chief Executive Officer of the Company. Mr. Liu has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation as a Chief Executive Officer which need to be brought to the attention of the shareholders of the Company. Mr. Liu will remain vice chairman and an executive director of the Company.

CHANGE OF AUTHORISED REPRESENTATIVES

Ms. Feng will cease to be an authorised representative of the Company for the purpose of the Listing Rules with effect from 17 February 2016. Accordingly, Mr. Wang has been appointed as an authorised representative of the Company with effect from 17 February 2016.

The Board would like to express its sincere gratitude to Mr. Liu for his valuable contributions to the Company during his tenure of service as the Chief Executive Officer of the Company, and welcome Mr. Wang to the Board and his appointment as the Chief Executive Officer of the Company.

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

Hong Kong, 17 February 2016

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