

**Announcement of Change of Sessions of Board of Directors and  
Solicitation of Candidates for Directors**  
(15 February, 2012)

The term of office of the 5th Session of the Board of Directors of the Company will expire on 23 March 2012. With a view to successfully completing the change of sessions of the Board of the Directors, pursuant to the relevant requirements of the Company Law of the People's Republic of China and the Articles of Association of the Company, the Board of Directors hereby announces the size and composition, candidates nomination procedure, timeline and content of the nomination of Directors comprising the 6th Session of the Board of the Directors:

**I. Principle of Change of Directors Upon Expiry of Office**

1. Principle of legality and compliance.

The selection for the change of sessions shall be conducted in strict accordance with the director qualifications and director election procedures set out in the Company Law, Law on Commercial Banks, Guidance on Corporate Governance of Joint Stock Commercial Banks, Guidance on Independent Directors and External Supervisors Systems of Joint Stock Commercial Banks, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other relevant laws and regulations and the Articles of Association of the Company.

2. Principle of stability

In order to enhance the board management standard and ensure the continuity of strategy of the Company, the election of directors for the change of sessions will comply with the principle of continuity and stability.

3. Principle of qualification approval

In accordance with relevant laws and regulations and requirements of financial regulatory authorities, the qualifications of the candidates for directors of commercial banks shall be subject to the approval of regulatory authorities.

**II. Size and Composition of the 6<sup>th</sup> Session of the Board of Directors**

1. Size: It is proposed that the 6<sup>th</sup> Session of Board of Directors shall comprise of 18 directors;
2. Composition: It is proposed that the 6<sup>th</sup> Session of the Board of Directors shall comprise 9 non-executive shareholder directors, 3 executive directors and 6 independent non-executive directors.
3. The size and composition of the Board of Directors may be slightly adjusted based on the nominations and relevant regulations.

### **III. Nomination Procedure of Candidates for Directors**

#### **1. Candidates for non-executive directors**

- (1) In accordance with the provisions of the Company Law and the Articles of Association, shareholder(s) individually or in aggregate holding 3% or more of shares of the Company may nominate a candidate for director, who will be elected by the shareholders' general meeting based on the proposal submitted by the Board of Directors.
- (2) In nominating the candidate for a director, a shareholder shall, in accordance with the provisions of relevant regulations and the Articles of Association, obtain the consent of the candidate, be fully aware of the information of the nominee and submit to the Board of Directors the biography and other necessary written materials of the nominee. The candidate so nominated shall also provide a written notice to the Company in writing, agree to accept the nomination, undertakes that all materials publicly disclosed are true and accurate and it has full capacity to perform the duties and functions of the director after his/her appointment.

#### **2. Candidates for executive directors**

A candidate for executive director may either be nominated by shareholder(s) individually or in aggregate holding 3% or more of shares of the Company, or nominated by the Fifth Session of the Board of Directors and the Nomination Committee from senior officers of the Company after careful review and examination based on the actual needs of the Company. The nominator shall submit the biography and other written materials of the nominee as required in the procedures of director election to the shareholders' general meeting for election.

#### **3. Candidates for independent non-executive directors**

- (1) In accordance with the provisions of relevant laws and regulations and the Articles of Association, shareholder(s) individually or in aggregate holding 1% or more of shares of the Company, the Fifth Session of the Board of Directors or Supervisory Board of the Company may nominate a candidate for independent non-executive director, who will be elected and appointed in the shareholders' general meeting upon the examination and approval of relevant regulatory authorities.
- (2) In nominating the candidate for an independent non-executive director, a nominator shall obtain the consent of the nominee, obtain full information of the nominee, issue the opinion regarding his/her qualification and independence as an independent non-executive director, and submit to the Board of Directors the biography and other necessary written materials of the nominee. The candidate so nominated shall also make a public statement that no relationship exists between him/her and the Company which may affect its independent objective judgment.
- (3) Relevant materials of the candidates for independent non-executive directors shall, prior to the convening of the shareholders' general meeting, be submitted to relevant regulatory authorities for examination and approval. In the shareholders' general meeting to elect the independent non-executive directors, the Board of Directors shall indicate whether any objection has been raised by relevant regulatory authorities against any candidate for the independent non-executive director.

#### **IV. Timeline and Contents for Nomination of Candidates for Directors**

Timeline and contents for nomination of candidates for directors are as below:

1. A qualified shareholder registered at the shareholders' register of the Company at the time of submitting a proposal for nomination of candidate for director may submit such proposal within the period as set out below;
2. Period for submission of proposals: 15 February 2012 to 21 February 2012.  
Deadline for submission of proposal: 17:00 p.m., 21 February 2012;
3. Postal address: Board of Directors Office, China Minsheng Banking Corp., Ltd., Building VIII, Beijing Friendship Hotel, No.1 Zhongguancun South Street, Haidian District, Beijing 100873,  
for attention of Shi Yuwei; telephone: 86-10-68946669-5809; fax: 86-10-68467426;
4. Originals of the nomination documents must be sent by personal delivery or by post. If sent by personal delivery, it shall be deemed as effectively given only if delivered to the contact person designated by the Company before 17:00 p.m., 21 February 2012. If sent by post, it shall be deemed as effectively given only if received by the contact person designated by the Company before 17:00 p.m., 21 February 2012 (based on the time of receipt by the designated contact person).
5. A proposal shall include:
  - (1) nomination letter of candidate for director (original, in the form attached as Schedule 1);
  - (2) photocopies of identity documents of the nominated candidate for director (originals available for inspection);
  - (3) photocopies of academic background and academic certificates of the nominated candidate for director (originals available for inspection);
  - (4) undertaking and statement of the nominee (original, in the form attached as Schedule 2);
  - (5) in respect of a nominee for independent non-executive director, in addition to the above documents, a Statement of Nominator (original, in the form attached as Schedule 3), a Statement of Candidate for Independent non-executive director (original, in the form attached as Schedule 4) and the curriculum vitae of the candidate for independent non-executive director (original, in the form attached as Schedule 5);
  - (6) other documents evidencing the satisfaction the conditions set out in this Announcement.

If the nominator is a shareholder of the Company, the following documents shall be submitted:

- (1) in case of individual shareholder, photocopies of its identity documents (originals available for inspection);
- (2) in case of legal person shareholder, photocopies of its business license bearing its official chop (originals available for inspection);
- (3) photocopies of its stock account card (applicable to A shareholders only, originals

available for inspection).

Schedule 1: Nomination Letter of Candidate for Directors of the Sixth Session of the Board of Directors

Schedule 2: Undertakings and Statements of Candidate for Directors of the Sixth Session of the Board of Directors

Schedule 3: Statement of Nominator of Independent Non-Executive Directors of the Sixth Session of the Board of Directors

Schedule 4: Statement of Candidate for Independent Non-Executive Directors of the Sixth Session of the Board of Directors

Schedule 5: Curriculum Vitae of Candidate for Independent Non-Executive Directors of the Sixth Session of the Board of Directors

**Board of Directors**

**China Minsheng Banking Corp., Ltd.**