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中國民生銀行股份有限公司  
**CHINA MINSHENG BANKING CORP., LTD.**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 01988)**

**Announcement on  
Change of Session of Board of Directors  
and  
Nomination of Candidates for Directors**

The term of office of the Sixth Session of the Board of Directors of China Minsheng Banking Corp., Ltd. (the “**Company**”) has expired. With a view to successfully completing the change of sessions of the Board of Directors, pursuant to the relevant requirements of the *Companies Law of the People's Republic of China* and the *Articles of Association of China Minsheng Banking Corp., Ltd.* (the “**Articles of Association**”), the Board of Directors of the Company hereby announces the size and composition, candidates nomination procedure, timeline and contents of the nomination of Directors comprising the Seventh Session of the Board of Directors:

**I. Principle of change of sessions**

1. Principle of legality and compliance. The change of sessions shall follow the principle of legality and compliance and shall be conducted in strict accordance with the director qualifications and director election procedures set out in the *Companies Law of the People's Republic of China*, the *Law of the People's Republic of China on Commercial Banks*, *Code of Corporate Governance for Listed Companies in China*, *Guidance on Corporate Governance of Commercial Banks*, *Guidelines for Introducing Independent Directors to the Board of Directors of Listed Companies*, *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, as well as the *Articles of Association*.
2. Principle of stability. In order to enhance the scientific and efficient corporate governance standard and ensure the continuity of development strategies of the Company, the change of sessions will comply with the principle of stability.

3. Principle of sufficient communication and negotiation. In order to ensure the smooth completion of the change of sessions and the sound development and stable operation of the Company, the change of sessions will stick to the principles of “sufficient negotiation, effective communication and steady implementation”.
4. 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 Seventh Session of the Board of Directors**

1. Size. It is proposed that the Seventh Session of the Board of Directors shall comprise 18 directors;
2. Composition. It is proposed that the Seventh Session of the Board of Directors shall comprise at least six independent non-executive directors, being the one-third of the directors, and at least two directors shall be the senior management of the Company;
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 shareholder-directors (i.e. 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 3% or more of shares of the Company or the Sixth Session of the Board of Directors may nominate a candidate for director in the form of written proposal, who will be elected and appointed 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 of the Company the biography and other necessary written materials of the nominee. The candidate so nominated shall also provide a written undertaking to the Company, agreeing to accept the nomination, and undertaking that all materials publicly disclosed are true and accurate and that he/she has full capacity to perform the duties and functions of the director after his/her appointment.

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

In accordance with the provisions of relevant laws and regulations and the *Articles of Association*, shareholder(s) individually or in aggregate holding 3% or more of shares of the Company, the Sixth Session of the Board of Directors of the Company or the Nomination Committee under the Board of Directors may nominate a candidate for executive director after careful review and examination of the senior management. The nominator shall submit the biography and other written materials of the nominee as required in the procedures of change of sessions to the shareholders' general meeting for election and appointment.

## **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 Sixth Session of the Board of Directors or the Sixth Session of the 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 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 an opinion regarding his/her qualification and independence as an independent non-executive director, and submit to the Board of Directors of the Company the biography and other necessary written materials of the nominee. The candidate so nominated shall also make a public statement that there is no relationship between him/her and the Company which may affect his/her independence and 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 and stock exchanges where the shares of the Company are listed for their examination and approval. At 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 independent non-executive director.

## **IV. Requirements for nominating shareholders**

In accordance with the *Guidance on Corporate Governance of Commercial Banks* and regulatory requirements, shareholders who have already nominated a director are not allowed to nominate an independent director.

## V. Timeline, requirements and contents for nomination of candidates for directors

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

1. A qualified shareholder registered at the shareholders' register of the Company at the close of the afternoon trading session on 16 December 2016 may submit such proposal within the period as set out below;
2. Period for submission of proposals: 17 December 2016 to 23 December 2016. Deadline for submission of proposal: 17:00, 23 December 2016;
3. Correspondence address: Office of the Board of Directors, China Minsheng Banking Corp., Ltd., No. 2 Fuxingmennei Avenue, Xicheng District, Beijing 100031, for attention of Yang Yufei; telephone: 010-58560666-8386; fax: 010-58560720; Email: yangyufei@cmbc.com.cn;
4. Originals of the nomination documents must be sent by personal delivery or by post. If sent by personal delivery, they shall be deemed as effectively given only if delivered to the contact person designated by the Company before 17:00, 23 December 2016. If sent by post, they shall be deemed as effectively given only if received by the contact person designated by the Company before 17:00, 23 December 2016 (based on the time of receipt by the designated contact person).
5. A proposal shall include:
  - (1) nomination letter of candidate for directors (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) all professional qualification certificates of the nominated candidate for director (including but not limited to the qualification of lawyer, accountant, auditor and independent director) and a recent photograph of the size of 2 inches of the nominated candidate;
  - (5) undertakings and statements of the nominated candidate for director (original, in the form attached as Schedule 2);
  - (6) in respect of a nominee for independent non-executive director, in addition to the above documents, a Statement of Nominator of Independent Directors (original, in the form attached as Schedule 3), a Statement of Candidate for Independent Directors (original, in the form attached as Schedule 4), the Confirmation Letter of the

Independence of Independent Directors (original, in the form attached as Schedule 5) and the Curriculum Vitae of Candidate for Independent Directors (original, in the form attached as Schedule 6).

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

- (1) in case of individual shareholder, photocopies of his/her identity documents (originals available for inspection);
- (2) in case of corporate shareholder, photocopies of its business license bearing its official chop (originals available for inspection);
- (3) photocopies of its stock account card (originals available for inspection).

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

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

Schedule 3: Statement of Nominator of Independent Directors of the Seventh Session of the Board of Directors

Schedule 4: Statement of Candidate for Independent Directors of the Seventh Session of the Board of Directors

Schedule 5: Confirmation Letter of the Independence of Independent Directors of the Seventh Session of the Board of Directors

Schedule 6: Curriculum Vitae of Candidate for Independent Directors of the Seventh Session of the Board of Directors

By order of the Board  
**CHINA MINSHENG BANKING CORP., LTD.**  
**Hong Qi**  
*Chairman*

Beijing, PRC  
16 December 2016

*As at the date of this announcement, the executive directors of the Bank are Mr. Hong Qi, Mr. Liang Yutang and Mr. Zheng Wanchun; the non-executive directors of the Bank are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Wang Yugui, Mr. Wang Hang, Mr. Wang Junhui, Mr. Wu Di, Mr. Guo Guangchang and Mr. Yao Dafeng; and the independent non-executive directors of the Bank are Mr. Wang Lihua, Mr. Han Jianmin, Mr. Cheng Hoi-chuen, Mr. Liu Jipeng, Mr. Li Hancheng and Mr. Xie Zhichun.*

**Schedule 1:**

**China Minsheng Banking Corp., Ltd.  
Nomination Letter of Candidate for Directors  
of the Seventh Session of the Board of Directors**

Name of nominating shareholder and the number of shares held:
Name of listed company: China Minsheng Banking Corp., Ltd.
Stock abbreviation: Minsheng Bank
Date of filing:
Stock code:      A Share: 600016      H Share: 01988
Name:
Other name:
Name used before:
Title:
Date of commencement:
Date of expiry:
Position at the listed company (if applicable):
Position at other member groups (e.g. subsidiaries or branches) of the listed company (if applicable):
Still in position or not:
Domicile:
Date of birth:
Nationality:
Previous nationality (if applicable):
Native place:
Political status:
Gender:

Education background:	Name of universities/colleges the candidate graduated from:
Length of service in economic sector:	
Length of service in financial sector:	
Professional title:	
Ethnic group:	
Name of countries or regions in which the candidate has obtained permanent residence status (if applicable):	
A share stock account number with the Shanghai Stock Exchange:	
Annual remuneration received from the company (RMB10,000):	
Identification card number:	
Identification card issued by:	
Passport number:	
Passport issued by:	
HKID card number (if applicable):	
Name of spouse:	
Identification card number:	
Name of father:	
Identification card number:	
Name of mother:	
Identification card number:	
Name(s) and identification card number(s) of son(s)/daughter(s):	
Name(s) and identification card number(s) of his/her/their spouse(s):	
Name(s) and identification card number(s) of brother(s) and sister(s):	

Does any of the candidate's spouse, parent, son(s)/daughter(s) aged 18 or above and have the capacity for civil conduct or their spouses, brother(s)/sister(s) or his/her/their spouse(s) hold the post of director, supervisor or senior management of the listed company?
Details:
Does the candidate currently hold any post in other company(ies) (If yes, please specify the respective name, registered capital, business scope and the position therein);
Details:
Professional qualification(s):
Details:
Relationship with any directors, supervisors, senior management or substantial shareholders (shareholders holding 10% or more of the shares) or controlling shareholders of the listed company or its branches or subsidiaries:
Details:
Does the candidate have relatively large sums of outstanding personal debts, or any debt to be repaid as judged by any court but unpaid? Has any court taken any enforcement measure against the candidate, or is the candidate restricted by any court judgment or award currently in force? Has the candidate at any time been a party to any arrangement or composition with his creditor(s)?
Details:
Was the candidate formerly a director, factory manager or manager of a bankrupt, shutdown or similar company or an enterprise, and was personally responsible for the insolvency of the company or enterprise?
Details:
Was the candidate formerly the legal representative, director, or senior management of a company or an enterprise, and was personally responsible for the revocation of the business license or the order of cessation of operations of such a company or enterprise as a result of violation of the laws?
Details:



<p>Has the candidate been convicted of corruption, bribery, embezzlement or misappropriation of property, or disrupting the socialist market economic order? Has the candidate been deprived of his political rights as a result of criminal offence?</p>
<p>Details:</p>
<p>Has the candidate been subject to any administrative penalty as a result of breach of the <i>Securities Law</i>, the <i>Provisions on Banning the Entry into the Securities Market</i>, the <i>Securities and Futures Ordinance</i>, the <i>Model Codes of Transactions of Securities</i> and other laws, administrative rules and departmental regulations governing the stock market?</p>
<p>Details:</p>
<p>Is there any other circumstance under which the candidate may not hold the post of director of a company under the <i>Companies Law</i>, <i>Civil Servant Law</i> and other relevant laws, administrative rules, departmental regulations and normative documents?</p>
<p>Details:</p>
<p>Has the candidate been subject to any criminal or administrative penalty or is the candidate currently involved in relevant proceedings as result of breach of other laws and regulations?</p>
<p>Details:</p>
<p>Is the candidate currently subject to any investigation of any judicial authority, CSRC, SFC or other competent authorities or involved in relevant administrative proceeding for suspected violation of relevant laws, administrative rules or departmental regulations on stock market? Has the candidate been punished as result of violation of the <i>Listing Rules of the Shanghai Stock Exchange</i>, <i>Listing Rules of Shenzhen Stock Exchange</i> or <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i>?</p>
<p>Details:</p>
<p>Has the candidate engaged in a misconduct breaching social ethics with material and adverse effects?</p>
<p>Details:</p>

Has the candidate breached any code of ethics or conducts or committed any serious neglect of duty with material and adverse effects?
Details:
Has the candidate instigated or participated in the defiance of a company against a lawful inspection, regulation or punishment?
Details:
Do you or your spouse, parent, son(s)/daughter(s) and his/her/their spouse(s) hold any shares, derivatives or other interests of the listed company, or have interests in the shares of the listed company (within the meaning of Part XV of the Securities and Futures Ordinance, which mainly refer to the interests and short positions <sup>2</sup> in the shares, underlying shares (including warrants/derivatives etc.) and debentures of Minsheng Bank and its associated corporation(s) <sup>1</sup> )? If any, please specify.
Details:
Did you or do you currently hold any other interests in the business of the listed company or its subsidiaries?
Details:

- 1 “Associated corporation” refers to (i) a subsidiary of Minsheng Bank; (ii) a company with no less than 20% of the issued shares of any class in its share capital are held by Minsheng Bank.
- 2 “Interests” refer to the interest in shares (e.g., you have agreed to purchase the shares or you are entitled to exercise or control the exercise of any right conferred by the holding of shares), including interests through holding, writing or issuing financial instruments under which, for example:
  - (i) You have a right to take the underlying shares;
  - (ii) You are under an obligation to take the underlying shares;
  - (iii) You have a right to receive money if the price of the underlying shares increases; or
  - (iv) You have a right to avoid or reduce loss if the price of the underlying shares increases.
“Short positions” refer to, when you borrow shares under a securities borrowing agreement, or hold, write or issue financial instruments (e.g. derivatives), you have below rights and obligations:
  - (a) You have a right to require another person to take the underlying shares;
  - (b) You are under an obligation to deliver the underlying shares;
  - (c) You have a right to receive money from another person if the price of the underlying shares is below a certain level;
  - (d) You are under an obligation to pay another person money if the price of the underlying shares is below a certain level; or
  - (e) You have any rights or obligations as referenced in the aforesaid (a) -(d) contained in any agreement or instrument.

Have you attended any securities business training organized or recognized by CSRC, the Shanghai Stock Exchange, SFC or Hong Kong Stock Exchange?

Details:

Are you fully aware that, as a director of a listed company, if the listed company makes the financial statements to its shareholders and the social public which are false or conceal material facts, or fails to disclose other material information in accordance with the relevant regulations, seriously harms the interests of shareholders and other persons or has other serious offences, the personnel in charge and other personnel who are directly responsible will be investigated for criminal liability?

Details:

Are you fully aware that, if a director of a listed company breaches his/her fiduciary duty and takes advantage of his/her position to manipulate the listed company to conduct any of the following acts, thus causing the listed company serious loss, he/she shall be investigated for criminal liability:

- (1) providing any fund, commodity, service or any other asset to any other entity or individual for nil consideration;
- (2) providing or accepting any fund, commodity, service or any other asset under obviously unfair terms;
- (3) providing any fund, commodity, service or any other asset to any entity or individual who obviously does not have the ability of repayment;
- (4) providing any guarantee to any entity or individual who obviously does not have the ability of repayment, or providing guarantee to any other entity or individual without justifiable reasons;
- (5) waiving any creditor' right or assuming any debt without justifiable reasons;
- (6) harming the interests of the listed company in any other means.

Details:

In addition to the information above, is there any other information, for which, if no statement is made, may affect the truthfulness, integrity or accuracy of your answers to the above questions?

Details:

Class:
Session of the board of directors:
The term of office of being a director of the listed company:
Are you an independent director:
Are you a certified accountant, senior accountant or associate professor of accounting or do you hold a doctoral degree in accounting:
Working experiences in the past five years, including without limitation the appointment period and duties when acting as a director of any listed company in the last three years:
Full details of education background and working experiences: including time, experiences and positions held
Please confirm if there is any such circumstance as described in the Appendix to this Statement. If any, please specify. If no, please provide your negative confirmation:

## Appendix

### **(The following contents are extracted from paragraphs (h) to (v) of rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited)**

- (h) full particulars of any public sanctions made against him by statutory or regulatory authorities;
- (i) where he has at any time been adjudged bankrupt or insolvent, the Court by which he was adjudged bankrupt or insolvent and, if discharged, the date and conditions on which he was granted his discharge;
- (j) where he has at any time been a party to a deed of arrangement or entered into any other form of arrangement or composition with his creditors, full particulars of the deed of arrangement or the arrangement or composition with his creditors;
- (k) full particulars of any unsatisfied judgments or court orders of continuing effect against him;
- (l) where any enterprise, company or unincorporated business enterprise has been dissolved or put into liquidation (otherwise than by a members' voluntary winding up when the company, in the case of a Hong Kong company, was solvent) or bankruptcy or been the object of an analogous proceeding, or entered into any form of arrangement or composition with creditors, or had a receiver, trustee or similar officer appointed over it (i) during the period when he was one of its directors or, in the case of an enterprise, a company or an unincorporated business enterprise established in the PRC, during the period when he was one of its directors, supervisors or managers, or (ii) within 12 months after his ceasing to act as one of its directors, supervisors or managers, as the case may be, full particulars, including the name of the enterprise, company or unincorporated business enterprise, its place of incorporation or establishment, the nature of its business, the nature of the proceeding involved, the date of commencement of the proceeding and the amounts involved together with an indication of the outcome or current position of the proceeding;
- (m) subject to the provisions of the Rehabilitation of Offenders Ordinance or comparable legislation of other jurisdictions, full particulars of any conviction for any offence (including details of each such offence, the court by which he was convicted, the date of conviction and the penalty imposed):
  - (i) involving fraud, dishonesty or corruption;
  - (ii) under the Companies Ordinance, the Bankruptcy Ordinance, the Banking Ordinance, the Securities and Futures Ordinance, the repealed Protection of Investors Ordinance, the repealed Securities Ordinance, the repealed Securities (Disclosure of Interests) Ordinance, the Commodity Exchanges (Prohibition) Ordinance, the repealed Securities and Futures Commission Ordinance, the repealed Commodities Trading Ordinance, the repealed Stock Exchanges Unification Ordinance, the repealed Securities and Futures (Clearing Houses) Ordinance, the repealed Exchanges and Clearing Houses (Merger) Ordinance, the repealed Securities (Insider Dealing) Ordinance, the repealed Leveraged Foreign Exchange Trading Ordinance or any Ordinance relating to taxation, and any comparable legislation of other jurisdictions; or

- (iii) in respect of which he has, within the past 10 years, been sentenced as an adult to a period of imprisonment of six months or more, including suspended or commuted sentences;
- (n) full particulars where:
- (i) he has been identified as an insider dealer under Part XIII or XIV of the Securities and Futures Ordinance or the repealed Securities (Insider Dealing) Ordinance at any time;
  - (ii) any enterprise, company or unincorporated business enterprise with which he was or is connected (as defined in Part XIII or XIV of the Securities and Futures Ordinance or the repealed Securities (Insider Dealing) Ordinance) or any enterprise, company or unincorporated business enterprise for which he acts or has acted as an officer, supervisor or manager has been identified as an insider dealer under the Securities and Futures Ordinance or the repealed Securities (Insider Dealing) Ordinance at any time during the period when he was connected and/or acted as an officer, supervisor or manager;
  - (iii) he has been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to have breached any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time;
  - (iv) any enterprise, company or unincorporated business enterprise in which he was or is a controlling shareholder (as defined in the Listing Rules) or was or is a supervisor, manager, director or officer has been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to have breached any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time during the period when he was a controlling shareholder, supervisor, manager, director or officer; or
  - (v) he has been found by the Market Misconduct Tribunal, any Court or competent authority to have breached an obligation under the Inside Information Provisions, or where any issuer of which he was or is a controlling shareholder (as defined in the Listing Rules) or was or is a supervisor, manager, director, chief executive or officer has been found by the Market Misconduct Tribunal, any Court or competent authority to have breached an obligation under the Inside Information Provisions at any time during the period when he was a controlling shareholder, supervisor, manager, director, chief executive or officer;
- (o) where he has been adjudged by a Court or arbitral body civilly liable for any fraud, breach of duty or other misconduct by him involving dishonesty, full particulars of the judgement;
- (p) where any enterprise, company, partnership or unincorporated business enterprise of which he was or is a partner, director, supervisor or manager has had its business registration or license revoked at any time during the period when he was one of its partners, directors, supervisors or managers, full particulars of such revocation, including the date upon which such registration or license was revoked, the reasons for the revocation, the outcome and current position;

- (q) where he has at any time been disqualified from holding, or deemed unfit to hold, the position of director, supervisor or manager of an enterprise, a company or an unincorporated business enterprise, or from being involved in the management or conduct of the affairs of any enterprise, company or unincorporated business enterprise, pursuant to any applicable law, rule or regulation or by any competent authority, full particulars of such disqualification or ruling;
- (r) except where such disclosure is prohibited by law, full particulars of any investigation by any judicial, regulatory or governmental authority to which he is subject, including the investigating body, the nature of the investigation and the matters under investigation;
- (s) where he has at any time been refused admission to membership of any professional body or been censured or disciplined by any such body to which he belongs or belonged or been disqualified from membership in any such body or has at any time held a practising certificate or any other form of professional certificate or license subject to special conditions, full particulars of such refusal, censure, disciplinary action, disqualification or special conditions;
- (t) where he is now or has at any time been a member of a triad or other illegal society, full particulars;
- (u) except where such disclosure is prohibited by law, where he is currently subject to
  - (i) any investigation, hearing or proceeding brought or instituted by any securities regulatory authority, including the Hong Kong Takeovers Panel or any other securities regulatory commission or panel, or
  - (ii) any judicial proceeding in which violation of any securities law, rule or regulation is or was alleged, full particulars of such investigation, hearing or proceeding;
- (v) except where such disclosure is prohibited by law, where he is a defendant in any current criminal proceeding involving an offence which may be material to an evaluation of his character or integrity to be a director or supervisor of the issuer, full particulars of such proceeding;

**Schedule 2:**

**China Minsheng Banking Corp., Ltd.  
Undertaking and Statement of Candidate for Directors  
of the Seventh Session of the Board of Directors**

I, \_\_\_\_\_, hereby agree to be nominated as the candidate for director of the Seventh Session of the Board of Directors of China Minsheng Banking Corp., Ltd., and undertake that the information of the candidate publicly disclosed is true, accurate and complete and that I have the capacity to perform the duties and functions of a director.

Signature of nominee: \_\_\_\_\_

Date:



### Schedule 3:

## **China Minsheng Banking Corp., Ltd. Statement of Nominator of Independent Directors of the Seventh Session of the Board of Directors**

I, \_\_\_\_\_, the nominator, hereby make this nomination of [ \_\_\_\_\_ ] as the candidate for independent director of the Seventh Session of the Board of Directors of China Minsheng Banking Corp., Ltd. (the “**Company**”). This nomination is made based on my full knowledge of the occupation, education background, working experiences and concurrent posts of the nominee, and the nominee has agreed in writing to be nominated as the candidate for independent director of the Seventh Session of the Board of Directors of the Company (see Statement of Candidate for Independent Directors). The nominator considers that the nominee has the qualification as being an independent director and no relationship exists between the nominee and the Company which may affect his/her independence. The details are as follows:

1. The nominee has acquired the fundamental knowledge on operation of a listed company, and is familiar with the relevant laws, administrative rules, departmental regulations and other regulatory documents. The nominee has over five years of working experience in law, economics, finance, administration or other working experience which is necessary for the performance of duties of an independent director. The nominee has obtained the independent director qualification certificate pursuant to the *Guidelines on Training of Senior Management of Listed Companies* and related regulations.

(The nominee who has not obtained such qualification certificate should make a statement as follows:

The nominee has acquired the fundamental knowledge on operation of a listed company, and is familiar with the relevant laws, administrative rules, departmental regulations and other regulatory documents. The nominee has over five years of working experience in laws, economics, finance, administration or other working experience which is necessary for the performance of duties of an independent director. The nominee has not obtained the independent director qualification certificate pursuant to the *Guidelines on Training of Senior Management of Listed Companies* and related regulations. The nominee has undertaken to attend the next independent director qualification training organized by the Shanghai Stock Exchange after this nomination and to obtain the independent director qualification certificate.)

2. The qualification of this nominee complies with the requirements under following laws, administrative rules and departmental regulations:
  - (1) regulations on director’s qualification under the *Company Law of the People’s Republic of China*;
  - (2) regulations on concurrent positions of civil servant under the *Civil Servant Law of the People’s Republic of China*;

- (3) regulations of the *Circular on Regulating the Holding of the Post of Independent Directors or Independent Supervisors of Listed Companies or Fund Management Companies by Cadre Directly under the Management of Central Party Committee after Their Resignation or Retirement* issued by the Central Commission for Discipline Inspection of the CPC and the Organization Department of the CPC Central Committee;
  - (4) regulations of the *Opinions on Further Regulation on Party and Political Leaders and Cadres Working Part-time (Holding Office) in Enterprises* issued by the Organization Department of the CPC Central Committee;
  - (5) regulations on taking concurrent positions by managers of colleges and universities under the *Opinions on Enhancing the Anti-corruption and Encouraging Honesty Work of Colleges and Universities* issued by the Central Commission for Discipline Inspection of the CPC, the Ministry of Education and the Ministry of Supervision;
  - (6) regulations of the *Notice on Commencement of Special Inspection of Party and Political Leaders and Cadres Working Part-Time (Holding Office) in Enterprises* issued by the General Office of Ministry of Education;
  - (7) regulations of *Provisional Measures for Administration of Independent Directors of Insurance Companies* issued by CIRC;
  - (8) regulations on taking concurrent positions by securities analyst under *Practice Guideline on the Release of Securities Research Reports* issued by Securities Association of China;
  - (9) requirements under other laws, administrative rules and departmental regulations.
3. The nominee is independent and is not involved in any of the following circumstances:
- (1) is an employee of the Company or its subsidiaries, or is the immediate family member of or has major social relations with such employee (immediate family member refers to spouse, parents, children etc.; major social relations refer to brothers and sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, brother-in-law, sister-in-law etc.);
  - (2) is a direct or indirect holder of 1% or more of the issued shares of the Company or is a natural person shareholder among top ten shareholders of the Company or is the immediate family member of such natural person shareholder;
  - (3) is an employee or its immediate family member of an institutional shareholder which directly or indirectly holds 5% or more of the issued shares of the Company, or is an employee or its immediate family member of any top five institutional shareholders of the Company;
  - (4) is an employee of the *de facto* controller of the Company or any of its subsidiaries;

- (5) provides financial, legal, advisory services to the Company and its controlling shareholder(s) or their respective subsidiaries, including being a project team member of such professional adviser, an auditor at all levels, the signatory of the report, partner and chief executive;
  - (6) is a director, supervisor or senior management of an entity which has material business transactions with the Company and its controlling shareholder(s) or their respective subsidiaries, or is a director, supervisor or senior management of controlling shareholder(s) of such entity;
  - (7) is involved in any of the six circumstances listed above during the preceding year;
  - (8) other circumstances that affect his/her independence as considered by the Shanghai Stock Exchange.
4. The nominee does not have any of the following bad records:
- (1) was penalized by CSRC in the past three years;
  - (2) is subject to a restriction period announced by any stock exchange as not appropriate for acting as a director of any listed company;
  - (3) was condemned by any stock exchange or criticized more than twice in the past three years;
  - (4) was absent from board of directors meetings for two consecutive times when acting as an independent director, or the number of the board of directors meetings which he/she did not attend in person accounts for more than one-third of the total board of directors meetings in such year;
  - (5) during his/her tenure as an independent director, issued independent opinions which obviously did not reflect the fact.
5. The nominee concurrently holds the post of independent director in less than five domestic listed companies (including the Company). The continuous employment of the nominee by the Company is less than six years.

6. The nominee has extensive experience and expertise in the accounting profession who at least holds any one of the following qualifications: certified public accountant, senior accountant, vice professor of accountancy or PhD in accountancy. (It applies to the circumstance as a professional in accountancy nominated as an independent director, please specify the qualification)

The undersigned nominator has verified the qualification of the nominee as candidate for independent director pursuant to the *Guidelines on Record-Filing and Training of Independent Directors of Companies Listed on the Shanghai Stock Exchange* issued by the Shanghai Stock Exchange and confirmed that his/her qualification complies with the requirements.

The undersigned nominator hereby undertakes that the statement is true, complete and accurate, and contains no false or misleading information, and the undersigned nominator, is fully aware of the potential consequences arising from any false statement.

Stated by: \_\_\_\_\_  
(Seal or Signature)

Date:

**Schedule 4:**

**China Minsheng Banking Corp., Ltd.**  
**Statement of Candidate for Independent Directors**  
**of the Seventh Session of the Board of Directors**

I, \_\_\_\_\_, fully understand and agree to be nominated by China Minsheng Banking Corp., Ltd. (“the Company”) as a candidate for independent director of Seventh Session of the Board of Directors of the Company. I hereby make this public statement that I possess the qualification for the post of independent director and warrant that there is no relationship that might affect my independence to act as an independent director of the Company, and I hereby declare that:

1. I have acquired the fundamental knowledge on operation of a listed company, and is familiar with the relevant laws, administrative rules, departmental regulations and other regulatory documents. I have over five years of working experience in law, economics, finance, administration or other working experience which is necessary for the performance of duties of an independent director. I have obtained the independent director qualification certificate pursuant to the *Guidelines on Training of Senior Management of Listed Companies* and related regulations.

(The nominee who has not obtained the qualification certificate should make a statement as follows:

I have acquired the fundamental knowledge on operation of a listed company, and is familiar with the relevant laws, administrative rules, departmental regulations and other regulatory documents. I have over five years of working experience in laws, economics, finance, administration or other working experience which is necessary for the performance of duties of an independent director. I have not obtained the independent director qualification certificate pursuant to the *Guidelines on Training of Senior Management of Listed Companies* and related regulations. I have undertaken to attend the next independent director qualification training organized by the Shanghai Stock Exchange after this nomination and to obtain the independent director qualification certificate. Please find the following Letter of Undertakings and signature.)

2. My qualification complies with the requirements under the following laws, administrative rules and departmental regulations:
  - (1) regulations on director’s qualification under the *Company Law of the People’s Republic of China*;
  - (2) regulations on concurrent positions of civil servant under the *Civil Servant Law of the People’s Republic of China*;

- (3) regulations of the *Circular on Regulating the Holding of the Post of Independent Directors or Independent Supervisors of Listed Companies or Fund Management Companies by Cadre Directly under the Management of Central Party Committee after Their Resignation or Retirement* issued by the Central Commission for Discipline Inspection of the CPC and the Organization Department of the CPC Central Committee;
  - (4) regulations of the *Opinions on Further Regulation on Party and Political Leaders and Cadres Working Part-time (Holding Office) in Enterprises* issued by the Organization Department of the CPC Central Committee;
  - (5) regulations on taking concurrent positions by managers of colleges and universities under the *Opinions on Enhancing the Anti-corruption and Encouraging Honesty Work of Colleges and Universities* issued by the Central Commission for Discipline Inspection of the CPC, the Ministry of Education and the Ministry of Supervision;
  - (6) regulations of the *Notice on Commencement of Special Inspection of Party and Political Leaders and Cadres Working Part-Time (Holding Office) In Enterprises* issued by the General Office of Ministry of Education;
  - (7) regulations of *Provisional Measures for Administration of independent director of Insurance Companies* issued by CIRC;
  - (8) regulations on taking concurrent positions by securities analyst under *Practice Guideline on the Release of Securities Research Reports* issued by Securities Association of China;
  - (9) requirements under other laws, administrative rules and departmental regulations.
3. I am independent and not involved in any of the following circumstances:
- (1) is an employee of the Company or its subsidiaries, or is the immediate family member of, or has major social relations with such employee (immediate family member refers to spouse, parents, children etc.; major social relations refer to brothers and sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, brother-in-law, sister-in-law etc.);
  - (2) is a direct or indirect holder of 1% or more of the issued shares of the Company or is a natural person shareholder among top ten shareholders of the Company or is the immediate family member of such natural person shareholder;
  - (3) is an employee or its immediate family member of an institutional shareholder which directly or indirectly holds 5% or more of the issued shares of the Company, or is an employee or its immediate family member of any top five institutional shareholders of the Company;
  - (4) is an employee of the *de facto* controller of the Company or any of its subsidiaries;

- (5) provides financial, legal, advisory services to the Company and its controlling shareholder(s) or their respective subsidiaries, including being a project team member of such professional adviser, an auditor at all levels, the signatory of the report, partner and chief executive;
  - (6) is a director, supervisor or senior management of an entity which has material business transactions with the Company and its controlling shareholder(s) or their respective subsidiaries, or is a director, supervisor or senior management of controlling shareholder(s) of such entity;
  - (7) is involved in any of the six circumstances listed above during the preceding year;
  - (8) other circumstances that affect my independence as considered by the Shanghai Stock Exchange.
4. I do not have any of the following bad records:
- (1) was penalized by CSRC in the past three years;
  - (2) is subject to a restriction period announced by any stock exchange as not appropriate for acting as a director of any listed company;
  - (3) was condemned by any stock exchange or criticized more than twice in the past three years;
  - (4) was absent from board of directors meetings for two consecutive times when acting as an independent director, or the number of the board of directors meetings which I did not attend in person accounts for more than one-third of the total board of directors meetings in such year;
  - (5) during my tenure as an independent director, issued independent opinions which obviously did not reflect the fact.
5. I concurrently hold the post of independent director in less than five domestic listed companies (including the Company). My continuous employment by the Company is less than six years.
6. I have extensive experience and expertise in the accounting profession who at least hold any one of the following qualification: certified public accountant, senior accountant, vice professor of accountancy or PhD in accountancy. (It applies to the circumstance as a professional in accountancy nominated as an independent director, please specify the qualification)

I have verified my qualification for independent director pursuant to the *Guidelines on Record-Filing and Training of Independent Directors of Companies Listed on the Shanghai Stock Exchange* issued by the Shanghai Stock Exchange and confirm that my qualification complies with the requirements.

I completely understand the responsibilities of independent director and hereby undertake that



this statement is true, complete and accurate, and contains no false or misleading information. I am fully aware of the potential consequences arising from any false statement. The Shanghai Stock Exchange may, based on this statement, confirm my eligibility to this position and my independence.

I undertake that: During my position as an independent director of the Company, I will comply with laws and regulations, rules, regulations and notices promulgated by CSRC as well as requirements of operation rules made by the Shanghai Stock Exchange, be subject to supervision of the Shanghai Stock Exchange, dedicate adequate time and energy to my responsibilities and make independent judgment without influence from major shareholders, *de facto* controller of the Company or any entity or individual that is otherwise an interested party of the Company.

I undertake that: If events occur that make me not qualified for the post of independent director after my appointment, I will resign from the post of independent director within 30 days after the occurrence of such event.

Stated by: \_\_\_\_\_

Date:



## Letter of Undertakings

I, \_\_\_\_\_, undertake to attend the next independent director qualification training organized by the Shanghai Stock Exchange.

Signature: \_\_\_\_\_

Date:

**Schedule 5:**

**China Minsheng Banking Corp., Ltd.  
Confirmation Letter of the Independence  
of Independent Non-Executive Directors  
of the Seventh Session of the Board of Directors**

Pursuant to Rule 3.13 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, I confirm my independence as follows:

- 1.1 I do not hold, and am not regarded as holding an interest in more than 1% of the total number of issued share capital of the Company legally or beneficially, and such interest includes the total number of shares which may be issued to me or my nominee upon the exercise of any outstanding share options, convertible securities and other rights (whether contractual or otherwise);
- 1.2 I have never received an interest in any securities of the Company as a gift, or by means of other financial assistance, from any core connected person or the Company itself;
- 1.3 I am not a director, partner or principal of a professional adviser which currently provides or within one year immediately prior to the date of my proposed appointment or proposal as an independent non-executive director of the Company have provided services, nor an employee of such professional adviser who is or has been involved in providing such services during the same period, to:
  - (1) the Company, its holding company or any of their respective subsidiaries or core connected persons; or
  - (2) any person who was a controlling shareholder or any person who was the chief executive or a director (other than an independent non-executive director) of the Company within one year immediately prior to the date of my proposed appointment as an independent non-executive director of the Company, or any of their close associates;
- 1.4 I have no material interest in any principal business activity of or am involved in any material business transactions with the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company;
- 1.5 The purpose of acting as a member of the Board of Directors is not protecting the interests of any particular entity whose interests are not the same as those of the shareholders as a whole;
- 1.6 I am or was not connected with a director, the chief executive or a substantial shareholder of the Company within two years immediately prior to the date of my proposed appointment as an independent non-executive director of the Company;

- 1.7 I am not, or have not been, at any time during the two years immediately prior to the date of my proposed appointment as an independent non-executive director of the Company, a director (other than an independent non-executive director) or executive of the Company, of its holding company or of any of their respective subsidiaries or of any core connected persons of the Company;
- 1.8 I am financially independent on the Company, its holding company or any of their respective subsidiaries or core connected persons of the Company;
- 1.9 I have or had no financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company; and
- 1.10 There are no other factors that may affect my independence as an independent non-executive director of the Company at the same time as the submission of my declaration and undertakings in Form H and the date of the signature of this Confirmation Letter.

I shall guarantee to inform the Company and The Stock Exchange of Hong Kong Limited in writing as soon as practicable if there is any subsequent change of circumstances which may affect my independence as an independent non-executive director of the Company.

Yours faithfully,

Signature: \_\_\_\_\_

Name of independent non-executive director: \_\_\_\_\_

Date: \_\_\_\_\_

Notes:

1. Without prejudice to the generality of the foregoing, any person cohabiting as a spouse with, and any child, step-child, parent, step-parent, brother, sister, step-brother and step-sister of, a director, the chief executive or a substantial shareholder of the Company is, for the purpose of item 1.6, considered to be connected with that director, chief executive or substantial shareholder. A father-in-law, mother-in-law, son-in-law, daughter-in-law, grandparent, grandchild, uncle, aunt, cousin, brother-in-law, sister-in-law, nephew and niece of a director, the chief executive or a substantial shareholder of the Company may in some circumstances also be considered to be so connected.
2. For the purpose of item 1.7, an “executive” includes any person who has any management function in the company and any person who acts as a company secretary of the company.

**Schedule 6:**

**China Minsheng Banking Corp., Ltd.**  
**Curriculum Vitae of Candidate for Independent Directors**  
**of the Seventh Session of the Board of Directors**

Name of listed company: China Minsheng Banking Corp., Ltd.	Code of listed company: A Shares: 600016 H Shares: 01988
Name of the independent director:	Date of filing:
Name used before:	Gender:
Nationality:	Date of birth:
Political status:	Identification card number*:
Passport No.:	Email:
Mobile phone:	Firm:
Position:	Post code (office):
Office Tel.:	Office Fax:
Home Add.:	
With or without right of residence in other countries:	Post code (home):
Home Tel.:	Home fax:
Whether a professional accountant:	Date of qualification:
Certificate No.:	Specialty:
Has the candidate been subject to any penalty: Yes <input type="checkbox"/> No <input type="checkbox"/>	
Does the candidate have any qualification certificates for independent director: Yes <input type="checkbox"/> (Please provide scanned copies) No <input type="checkbox"/> (Please sign the letter of undertakings attached as Schedule 4)	
Does the candidate act as an independent director in more than five Shanghai or Shenzhen listed companies: Yes <input type="checkbox"/> No <input type="checkbox"/>	

Short form of the name of the listed company in which the candidate acts as an independent director:

Social relation (1): (Please complete this column in the following sequence: relationship, name, identification card number, contact information, firm, position, firm where the candidate works part-time, whether the candidate holds any share in the company where he/she acts as a director and the number of shares held).

The “Social relation” includes spouse, parent, son(s)/daughter(s), brother(s) and sister(s). All items mentioned above shall be completed except for brother(s) and sister(s), in which case “whether the candidate holds any share in the company where he/she acts as a director” is not required. Each person mentioned above shall be set forth in a separate line.

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Social relation (2):

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Social relation (3):

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Education background: (Please complete this column in the following sequence: period of learning, school, major, academic qualification, degree)

For education background, please start from middle school. For vocational technical secondary school, college, university, post-graduate, doctor, post doctor education, please specify each period of learning, name of the school or institute, major (minor), and academic qualification acquired (degree or post doctor).

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Work experience (1): (Please complete this column in the following sequence: period of working, firm, position, profession, responsibilities and referee. Please complete relevant content in the following two blank columns evenly)

For work experience, please provide relevant information in the form mentioned above from the first job to the current job. In case of any change in the position in one firm, relevant information shall be provided separately.

Work experience (2):

Firm where the candidate works part-time (1): (Please complete this column in the following sequence: period of part-time, firm, position, profession and responsibilities. Please complete relevant content in the following two blank columns evenly)

For firm where the candidate works part-time, please start with the part-time job since graduation from college. Part-time job means taking position in other firms, providing other firms with legal, accounting, tax or technical advice or consultation services, or making technical research specially for other firms. If the candidate concurrently works part-time in several firms, please specify. Such work that is required to be confidential by applicable national laws and regulations shall be exempted.

Firm where the candidate works part-time (2):

Relevant training (1): (Please complete this column in the following sequence: period of training, name of the trainer, position, profession, training certificate, and content of the training. Please complete relevant content in the following two blank columns evenly)

For relevant training, all kinds of trainings shall be set forth except for language trainings and trainings for passing various exams.

Relevant training (2):

Directorship experience: (Please complete this column in the following sequence: period, name of the company concerned, nature of director)

For directorship experience, please provide relevant information in the form mentioned above. "Nature of director" refers to director, independent director or chairman. In case of any change in the nature of director in one firm, relevant information shall be provided separately. The company mentioned here is not limited to a listed company.

Honors and awards: (Please complete this column in the following sequence: date of award, name of award, award giver)

For honors and awards, please provide all kinds of honors and awards received since graduation (including both material awards and spiritual encouragement).

<p>Professional qualifications: (Please complete this column in the following sequence: date of qualification, name of qualification, grantor of qualification, way to acquire the qualification, and whether follow-up education is required)</p>
<p>For professional qualifications, please provide all kinds of professional qualification certificates acquired that are still valid. “Way to acquire the qualification” means whether acquired through exam or appraisal. If “whether follow-up education is required” is not applicable, please specify “N/A”; if applicable, please further indicate the content and methods of follow-up education and whether examination and assessment is required.</p>
<p>Publications and achievements: (Please complete this column in the following sequence: name of the publications or achievements, institutes that acknowledged, publicized or published the works or achievements, date when the works or achievements were obtained, publicized or published)</p>
<p>For publications and achievements, publications include the thesis and works of which the candidate is the first writer or editor; achievements refer to various work products in which the candidate played a major role. List the top ten publications and achievements if too many.</p>
<p>The percentage of his/her income from acting as an independent director of the listed company against his/her total income:</p>
<p>Whether the candidate has any stock or its derivatives in the company where he/she acts as a director:</p>
<p>Number of shares held:</p>
<p>Whether the candidate directly or indirectly holds 1% of the total issued shares of the listed company;</p>
<p>Whether the candidate has received an interest in any securities and its derivatives of the listed company as a gift, or by means of other financial assistance, from a core connected person or the listed Company itself (please specify the amount, if any);</p>
<p>Whether the candidate is a director, partner or principal of a professional adviser which currently provides or has within one year immediately prior to the date of his/her proposed appointment provided services to the listed company, or any of their respective subsidiaries or core connected persons; or any person who was a controlling shareholder, director or president of the listed company;</p>



Whether the candidate has a material interest in any principal business activity of or is involved in any material business transactions with the listed company, its holding company or their respective subsidiaries or with any core connected persons of the listed company;
Whether the candidate is on the board specifically to protect the interests of an entity whose interests are not the same as those of the listed company;
Whether the candidate is or was connected with a director, the president or a substantial shareholder of the listed company within two years immediately prior to the date of his/her proposed appointment;
Whether the candidate is, or has at any time during the two years immediately prior to the date of his/her proposed appointment been, an executive or director (other than an independent non-executive director) of the listed company, of its holding company or of any of their respective subsidiaries or of any core connected persons of the listed company;
Whether the candidate is financially dependent on the listed company, its holding company or any of their respective subsidiaries or core connected persons of the listed company;
Whether the candidate receives any benefits other than independent director's emoluments:
Whether the candidate has large sums of outstanding personal debts:
Sum of debts (RMB):
Whether the candidate was formerly the legal representative of an enterprise whose business license was revoked:
Whether the candidate was formerly a director or supervisor of a company that was bankrupt or closed as a result of poor operation:
The means to act as an independent director of the listed company:
The intention of the candidate to act as an independent non-executive director (industry, region):
Expected compensation for acting as an independent director of the listed company (RMB/year):
Is the candidate holding any accounting or related financial management expertise?
A share stock account number with the Shanghai Stock Exchange:

Native place:	
Education background:	Name of universities/colleges you graduated from:
Length of service in economic sector:	
Length of service in financial sector:	
Professional title:	
Other matters which may be favorable or unfavorable to the candidate for acting as an independent director:	