

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.



中國民生銀行股份有限公司

CHINA MINSHENG BANKING CORP., LTD.

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

(Stock Code: 01988)

**Announcement of Change of Sessions of the Supervisory Board and
Solicitation of Candidates for Supervisors**

The term of office of the Fifth Session of the Supervisory Board of China Minsheng Banking Corp., Ltd. (the “**Company**”) will expire on 23 March 2012. With a view to successfully completing the change of sessions of the Supervisory Board, the Supervisory Board, in pursuant to the relevant requirements of *the Companies Law of the People's Republic of China* and the *Articles of Association* of the Company, hereby announces the size and composition of the Sixth Session of the Supervisory Board, candidates nomination procedure, timeline and content of proposal of shareholder supervisor, external supervisor comprising the Sixth Session of the Supervisory Board:

I. Principle of change of supervisors upon expiry of office

1. Principle of legality and compliance:

Pursuant to the principle of legality and compliance, the change of sessions of the Supervisory Board shall be conducted in strictly accordance with the supervisor qualifications and 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*, *Guidance on Corporate Governance of Joint Stock Commercial Banks*, *Guidance on Corporate Governance of Joint Stock Commercial Banks*, *Guidance on Independent Directors and External Supervisors Systems of Joint Stock Commercial Banks*, the *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 corporate governance of the Company and ensure the effectiveness and continuity of the supervision by the Supervisory Board, the change of sessions of the Supervisory Board will comply with the principles of continuity and stability.

3. Principle of qualification approval:

In accordance with relevant laws and regulations and financial regulatory requirements, a supervisor of commercial banks shall have relevant qualifications, which shall be subject to the approval of regulatory authorities.

II. Size and composition of the Sixth Session of the Supervisory Board

1. Size: it is proposed that the Sixth Session of the Supervisory Board shall comprise of 9 supervisors.
2. Composition: it is proposed that the Sixth Session of the Supervisory Board will comprise of 2-3 shareholder supervisors, 2-3 external supervisors and 4 employee supervisors.
3. The size and composition of Supervisory Board may be slightly adjusted based on the nominations and relevant regulations.

III. Nomination procedure of candidates for supervisors

1. Candidates for shareholder supervisors

- (1) In accordance with the provisions of relevant laws and regulations and the *Articles of Association*, the Fifth Session of the Supervisory Board or shareholder(s) individually or in aggregate holding 3% or more of shares of the Company may nominate a candidate for supervisor, who will be elected by the shareholders in a general meeting based on the proposal submitted by the Supervisory Board.
- (2) In nominating the candidate for a supervisor, 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 Supervisory Board the biography and other necessary written materials of the nominee. The candidate so nominated shall also provide a written notice to the Company, agreeing to accept the nomination, 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 supervisor after his/her appointment.

2. Candidates for external supervisors

- (1) In accordance with the provisions of relevant laws and regulations and the *Articles of Association*, the Fifth Session of the Supervisory Board or shareholder(s) individually or in aggregate holding 1% or more of shares of the Company may nominate a candidate for external supervisor, 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 external supervisor, 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 external supervisor, and submit to the Supervisory Board 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 his/her independent objective judgment.

- (3) Relevant materials of the candidates for external supervisors 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 external supervisors, the Supervisory Board shall indicate whether any objection has been raised by relevant regulatory authorities against any candidate for external supervisor.

3. Candidate for employee supervisors

Employee supervisors shall be elected in accordance with the *Articles of Association* and the *Qualification and Selection and Appointment Mechanism of Supervisors of China Minsheng Banking Corp., Ltd.*

IV. Timeline for nomination of candidates for shareholder supervisor and external supervisor and content of proposal

Timeline and content of proposal for nomination of candidates for supervisors 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 supervisor 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 proposals: 17:00, 21 February 2012; where the proposal for nomination of candidate for supervisor is not submitted within such period, separate proposal for nomination of candidate for supervisor may be submitted after the expiry of the period for submission of proposals, subject to Article 79 of the *Articles of Association* of the Company.
3. Postal address: Supervisory Board Office, China Minsheng Banking Corp., Ltd. China Minsheng Banking Building, No.2 Fuxingmennei Street, Xicheng District, Beijing 100031, for attention of Zhang Lisheng. Tel: 010-58560666-8691. Fax: 86-10-58560899.
4. 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, 21 February 2012. If sent by post, the originals of the nomination documents shall be deemed as effectively given only if received by the contact person designated by the Company before 17:00, 21 February 2012 (based on the time of receipt by the designated contact person).

5. A proposal regarding nomination shall include:

- (1) nomination letter of candidate for supervisor (original, in the form attached as Schedule 1);
- (2) photocopies of identity cards of nominated candidate for supervisor (original for inspection);
- (3) photocopies of education background and academic certificates of nominated candidate for supervisor (original for inspection);
- (4) undertaking and statement of the candidate for supervisor (original, in the form attached as Schedule 2);
- (5) where an external supervisor is nominated, apart from the provision of the documents aforementioned, the provision of the statement of nominator of external supervisors (original, in the form attached as Schedule 3) and the statement of candidate for external supervisors (original, in the form attached as Schedule 4) is also required.
- (6) Other documents evidencing the satisfaction of 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 an individual shareholder, photocopies of his/her identity card (original for inspection);
- ② in case of a corporate shareholder, photocopies of his/her business license bearing its official chop (original for inspection);
- ③ photocopies of the stock account card (applicable to the A share holders, original for inspection).

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

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

Schedule 3: Statement of Nominator of External Supervisors of the Sixth Session of the Supervisory Board

Schedule 4: Statement of Candidate for External Supervisors of the Sixth Session of the Supervisory Board

This Announcement is published in both Chinese and English. If there is any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.

By Order of the Board

CHINA MINSHENG BANKING CORP., LTD.

Dong Wenbiao

Chairman

14 February 2012

As at the date of this announcement, the executive directors of the Company are Dong Wenbiao, Hong Qi and Liang Yutang; the non-executive directors are Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Wang Yugui, Chen Jian, Wong Hei, Shi Yuzhu, Wang Hang and Wang Junhui; and the independent non-executive directors are Andrew Wong, Wang Songqi, Liang Jinquan, Wang Lihua, Qin Rongsheng and Han Jianmin

Schedule 1:

China Minsheng Banking Corp., Ltd.

Nomination Letter of Candidate for Supervisors of the Sixth Session of the Supervisory Board

1. Basic Information	
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:	
Domicile:	
Date of birth:	
Nationality:	
Name of countries or regions in which the candidate has obtained permanent residence status (if applicable):	
Professional qualifications (if applicable):	
Type of identity document *:	
Identification card number:	
Passport number (if applicable):	
Name of spouse:	
Identification card number:	
Name of father:	
Identification card number:	
Name of mother:	
Identification card number:	
Sons or daughters aged 18 or above and have capacity for civil conduct and their spouses:	
Names and identification card numbers of brothers and sisters:	
Working experiences in last five years:	

2. Does any of the candidate's spouse, father, mother, sons/daughters aged 18 or over and have the capacity for civil conduct or their spouses, brothers/sisters or their spouses hold the post of director, supervisor or senior officer of the Company?
3. Does the candidate currently hold any post in another company? if yes, please specify. Especially other positions held in the last three years in public companies the securities of which are listed on any securities market, and other major appointments.
4. Does the candidate have relatively large sums of outstanding personal debts, 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? Does the candidate have at any time been a party to any arrangement or composition with his creditors?
5. Was the candidate formerly a director, factory manager or manager of a bankrupt, shutdown or similar company or enterprise, and was personally responsible for the company's insolvency?
6. Was the candidate formerly the legal representative of a company or an enterprise, and was personally responsible for the revocation of the business licence or the order of cessation of operations of such a company or enterprise as a result of violation of the law?
7. Has the candidate been convicted of corruption, bribery, embezzlement or misappropriation of property, or disrupting the socialist market economic order? Has the candidate has been deprived of his political rights as result of criminal offence;
8. Has the candidate been subject to any administrative penalty as 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 regulations governing the stock market?

9. Does it exist any other circumstance under which the candidate may not hold the post of supervisor of a company under the <i>Companies Law</i> , <i>Civil Servant Law</i> and other relevant laws, administrative rules, regulations and normative documents?
10. Except for the circumstances set out in Question 7 and 8, 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? Has the candidate been adjudged by a Court or arbitral body civilly liable for any fraud, breach of duty or other misconduct by the candidate involving dishonesty? Is there any public sanctions made against the candidate by statutory or regulatory authorities? Is there any unsatisfied judgments or court orders of continuing effect against the candidate?
11. Is the candidate currently subject to any investigation of any judicial authority, CSRC, SFC or relevant administrative proceeding for suspected violation of relevant laws, administrative rules and regulations on stock market? Has the candidate been punished as result of violation of the <i>Listing Rules of the Shanghai Stock Exchange</i> or <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> ?
12. Do you or your spouse, parent, sons/daughters and their spouses directly or indirectly hold any shares or their derivatives of the Company? If any, please specify.
13. Please describe your relationship with any directors, senior management, substantial shareholder or controlling shareholder of the company.
14. Other those indicated in the question 12, did you or do you currently hold any other interests in the listed company or its subsidiaries?
15. Have you attended any securities business training organized or recognized by CSRC, Shanghai Stock Exchange, SFC or Hong Kong Stock Exchange?
16. Are you aware that, as a supervisor 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?
<p>17. Are you aware that, if a supervisor of a listed company breaches its fiduciary duty and takes advantage of his position to manipulate the listed company to conduct any of the following acts, thus causing the listed company serious loss, he shall be investigated for criminal liability:</p> <p>(1) providing any fund, commodity, service or any other asset to any other entity or individual at no cost;</p> <p>(2) providing or accepting any fund, commodity, service or any other asset under obviously unfair terms;</p> <p>(3) providing any fund, commodity, service or any other asset to any entity or individual who obviously does not have the ability of repayment;</p> <p>(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;</p> <p>(5) waiving any creditor' right or assuming any debt without justifiable reasons;</p> <p>(6) harming the interests of the listed company in any other means.</p>
18. 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 above questions?
Is the candidate holding any accounting or related financial management expertise or professional qualification?
Annual remuneration received from the Company (RMB 10,000):
A share stock account number with Shanghai Stock Exchange:
Name of nominating shareholder and the number of shares held by it:
Proposed position: <input type="checkbox"/> shareholder supervisor <input type="checkbox"/> external supervisor
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:
Nationality:
Full details of education background and working experiences: including time, experiences and positions held

Annexes: 1. photocopies of shareholders' identity documents (in case of an individual

shareholder, photocopies of its identity card; in case of a corporate shareholder, photocopies of its business license);

2. photocopies of stock account card;

3. photocopies of identity card of the nominated candidate for supervisor;

4. photocopies of academic credential and diplomas of the nominated candidate for supervisor;

and

5. undertaking and statement of the candidate for supervisor.

Signature by nominating shareholder:

(Seal by corporate shareholder)

Date: [] 2012

Schedule 2:

China Minsheng Banking Corp., Ltd.
Undertakings and Statement of Candidate for Supervisors of the
Sixth Session of the Supervisory Board

I, [], hereby agree to be nominated as the candidate for supervisor of the Sixth Session of the Supervisory Board 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 supervisor.

Signature of nominee:

Date: [] 2012

Schedule 3:

China Minsheng Banking Corp., Ltd.

**Statement of Nominator of External Supervisors of the Sixth Session
of the Supervisory**

I, [], the nominator, hereby make this public statement in relation to the nomination of [] as the candidate for external supervisor of the Sixth Session of the Supervisory Board of China Minsheng Banking Corp., Ltd., and I hereby declare that, no relationship exists between the nominee and China Minsheng Banking Corp., Ltd. which may affect the independence of the nominee, and:

This nomination is made base on my full knowledge of the occupation, education background, professional title, working experiences and all concurrent posts of the nominee, and the nominee has agreed in writing to be nominated as the candidate for external supervisor of the Sixth Session of the Supervisory Board of China Minsheng Banking Corp., Ltd. (see attachment). The nominator considers that the nominee:

1. has the qualification for a supervisor of a listed company as required by relevant laws, administrative rules and regulations;
 2. has the qualification for supervisor as required by the *Articles of Association* of China Minsheng Banking Corp., Ltd.;
 3. is independent as an external supervisor by reference to the *Guiding Opinion for Establishment of Independent Director Systems by Listed Companies Opinion* issued by CSRC;
- 1) none of the nominee or its immediate family members or major social relations is

- employed by China Minsheng Banking Corp., Ltd. or any of its subsidiaries;
- 2) none of the nominee or its immediate family members is a direct or indirect holder of 1% of shares of China Minsheng Banking Corp., Ltd., nor is nominee a natural person shareholder among top ten shareholders of the Company;
 - 3) none of the nominee or its immediate family members is employed by a shareholder which holds directly or indirectly 5% or more issued shares of China Minsheng Banking Corp., Ltd. or any of top five shareholders of the Company;
 - 4) the nominee is not involved in any of the circumstances listed above during the preceding year.
4. none of the nominee or its immediate family members is a director (independent director), supervisor or senior officer of controlling shareholder or *de facto* controller of China Minsheng Banking Corp., Ltd or any of its subsidiaries;
 5. the nominee does not provide, nor did it provide during one year before the nomination, any financial, legal or advisory service to China Minsheng Banking Corp., Ltd. or any of its subsidiaries or its controlling shareholder;
 6. the nominee is not employed by any entity which has significant business transactions with China Minsheng Banking Corp., Ltd. or its controlling shareholder or their respective subsidiaries, nor is the nominee employed by the controlling shareholder of such entity;
 7. the nominee is not a civil servant, nor is its appointment as external supervisor in breach of the *Civil Servant Law of the People's Republic of China*;
 8. the nominee is not a cadre directly under the management of Central Party Committee

(or other leading cadre of party members), nor is its appointment as independent director or external supervisor in breach of the *Circular on Regulating the Holding 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* (Zhong Ji Fa [2008] No. 22).

The nominee concurrently holds the post of external supervisor in less than 5 listed companies (including China Minsheng Banking Corp., Ltd.). The continuous employment of the nominee by China Minsheng Banking Corp., Ltd. is less than six years.

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

Nominator: _____

(Seal)

Date:

Schedule 4:

Statement of Candidate for External supervisors of the Sixth Session of the Supervisory Board

I, [], a candidate for an external supervisor of the Sixth Session of the Supervisory Board of China Minsheng Banking Corp., Ltd., hereby make this public statement. I hereby warrant that there is no relationship that may affect my independence to act as an external supervisor of China Minsheng Banking Corp., Ltd.; and I hereby declare that:

1. none of myself or my immediate family members or major social relations is employed by China Minsheng Banking Corp., Ltd. or any of its subsidiaries;
2. none of myself or my immediate family members is a direct or indirect holder of 1% or more of shares of China Minsheng Banking Corp., Ltd., nor is nominee a natural person shareholder among top ten shareholders of the Company;
3. none of myself or my immediate family members is employed by a shareholder which holds directly or indirectly 5% or more issued shares of China Minsheng Banking Corp., Ltd. or any of top five shareholders of the Company;
4. the nominee is not involved in any of the circumstances listed above during the preceding year;
5. none of myself or my immediate family members is a supervisor (external supervisor), director (independent director) or senior officer of controlling shareholder or *de facto* controller of China Minsheng Banking Corp., Ltd or any of its subsidiaries;
6. I do not provide, nor did I provide during one year before the nomination, any financial, legal or advisory service to China Minsheng Banking Corp., Ltd. or any of its subsidiaries or its

- controlling shareholder;
7. I am not employed by any entity which has significant business transactions with China Minsheng Banking Corp., Ltd or its controlling shareholder or their respective subsidiaries, nor is the nominee employed by the controlling shareholder of such entity;
8. I am not a civil servant, nor is my appointment as external supervisor in breach of the *Civil Servant Law of the People's Republic of China*;
9. I am not a cadre directly under the management of Central Party Committee (or other leading cadre of party members), nor is my appointment as external supervisor in breach of the *Circular on Regulating the Holding 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* (Zhong Ji Fa [2008] No. 22);
10. I have never received any other additional and non-disclosed benefit from China Minsheng Banking Corp., Ltd. or its major shareholders or institutes or persons that are interested parties of the Company;
11. I have the qualification for supervisor as required by the *Articles of Association* of China Minsheng Banking Corp., Ltd;
12. I am not restrained otherwise from acting as a supervisor of the Company under the *Companies Laws of the People's Republic of China*; and
13. I hereby undertake that my personal information provided in my curriculum vitae for my proposed position in China Minsheng Banking Corp., Ltd. is true, complete and accurate.

I concurrently holds the post of external supervisor in less than five listed companies (including

China Minsheng Banking Corp., Ltd.). My continuous employment by China Minsheng Banking Corp., Ltd. is less than six years.

I completely understand the responsibilities of an external supervisor and hereby undertake that this statement is true, complete and accurate, and contains no false or misleading information, and the undersigned is fully aware of the consequences of any false statement. The Shanghai Stock Exchange may based on this statement confirm my eligibility to this position and my independence. During my position as an external supervisor of the Company, I will comply with the rules, regulations and notices promulgated by CSRC and requirements of operation rules made by Shanghai Stock Exchange, be subject to supervision of Shanghai Stock Exchange, dedicate adequate time and effort to my responsibilities and make independent judgment without influence from major shareholders, ultimate controller of the Company or any entity or individual that is otherwise a interested party of the Company.

Stated by:

Date: