



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)

(USD Preference Shares Stock Code: 04609)

China Minsheng Banking Corp., Ltd.

Terms of Reference for the Nomination Committee of the Board of Directors*

Chapter 1 General

Article 1 These terms of reference were formulated in accordance with the Articles of Association of China Minsheng Banking Corp., Ltd. (the “Bank” or “Company”) and relevant laws and regulations.

Article 2 Nomination Committee (the “Committee”) shall be established by the board of directors in accordance with the resolutions passed at the general meeting and shall be accountable to the board of directors.

Article 3 The Committee shall comprise at least three directors and shall have one chairman, who shall be an independent director or the chairman of the board of directors. A majority of members of the Committee shall be independent directors. The composition of the Committee or change of its members shall be nominated by the chairman of the board of directors and shall be elected by the board of directors.

Article 4 The Committee may establish departments and appoint a secretary to assist in performing its duties.

Chapter 2 Duties and Obligations

Article 5 The major duties of the Committee are:

- (1) analysing and assessing the structure, size and diversity (including, without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the board of directors and making recommendations to the board of directors regarding any proposed change to implement the Bank's corporate strategy annually;
- (2) studying and formulating selection process and criteria of directors and senior management of the head office and making recommendations to the board of directors; and considering candidates on merit and against the objective criteria, with due regard for the benefits of diversity of the board of directors when identifying suitable candidates of directors;
- (3) identifying qualified candidates for the offices of directors or senior management of the head office;
- (4) identifying and selecting outstanding management talents, and proposing candidates for senior management at different departments of the head office or branches and senior technical experts to the senior management at the head office;
- (5) performing preliminary review on the qualifications of candidates for the offices of directors or senior management of the head office and making recommendations to the board of directors;

- (6) reviewing the qualifications of candidates for the offices of independent directors, including their independence, professionalism, experience and ability;
- (7) reviewing the independence and performance of independent directors on a regular basis;
- (8) evaluating the qualifications of candidates for the offices of chief advisor, president of branches, presidents of strategic business units (“SBUs”) and financial officers and the candidates of chairman, chief supervisor and general managers of subsidiaries before the commencement of their terms of office;
- (9) formulating the working procedures of electing additional directors and senior management of the head office under special circumstances and carrying out additional nomination when necessary;
- (10) guiding and supervising the establishment and improvement of an integrated database for developing management personnel;
- (11) regularly reviewing the time required for a director to perform his duties;
- (12) reviewing the Board Diversity Policy, as appropriate, reviewing the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives, and making disclosure of its review results in the Corporate Governance Report annually;
- (13) performing duties stipulated by the laws, regulations and listing rules of the place where the Company is listed;
- (14) dealing with other matters in relation to the duties of the committees as conferred by the board of directors.

Article 6 The Committee were authorised by the board of directors to exercise the power in approving the appointment or dismissal of chief advisor, president of branches, presidents of SBUs and financial officers, and the approval of candidates of chairman, chief supervisor and general managers of subsidiaries.

Other motions proposed by the Committee shall be considered and passed by the board of directors before coming into effect.

Article 7 The Committee may establish a working group for its major works and shall supervise the progress of such works.

Article 8 The Committee may engage independent professional consultancies to involve in devising the succession and development plan of director and senior management or other works.

Article 9 The Committee may require the relevant departments of the Company to provide such information as may be necessary for performing its duties and shall be authorized to require the relevant departments and employees to provide assistance in the discharge of its duties.

Chapter 3 Rules of Proceedings

Article 10 Meetings of the Committee shall be convened by its chairman when necessary and a notice specifying the items to be discussed, venue and time of the meeting shall be given to all members of the Committee five days prior to such meeting. The chairman (or in his absence, a member who is an independent director designated by the chairman) shall chair the meeting.

Article 11 The quorum of the meetings of the Committee shall be not less than two thirds of the members (including those attend by way of telecommunication). A resolution proposed to the board of directors shall be passed by a majority of votes and a resolution authorized by the board of directors to resolve shall be passed by not less than two thirds of the members.

Article 12 The meetings of the Committee may be convened at a physical venue or by way of telecommunication.

Article 13 Subject to the consent of the chairman of the Committee, the Committee may invite other directors, supervisors and senior management of the Company to attend the meetings. The Committee may also invite independent professional organizations to attend the meetings when necessary.

Article 14 The meetings of the Committee shall vote by a poll. Each member shall be entitled to one vote provided that any interested members shall abstain from voting.

Members of the Committee who is not able to present in person at the meeting may submit their written opinions to the chairman of the Committee directly or through departments under the Committee before the convening of the meeting.

The Committee shall keep minutes of the meetings. The chairman of the Committee and the recorder shall sign the minutes of the meetings. The minutes, together with the relevant documents, shall be kept by the secretary to the Committee.

Minutes shall be circulated to all directors regularly to notify the directors of the latest working progresses of the Committee.

Article 15 Members present at the meetings shall have the obligation to keep all matters discussed in such meetings confidential and shall not disclose the relevant information without authorization.

Article 16 Members of the Committee shall duly perform their duties and participate in the meetings and activities of the Committee on time. The attendance of the members shall be a criterion of the evaluation of the performance of the directors concerned.

Article 17 The Committee shall submit an annual working report or (when necessary) an interim report to the board of the directors concerned.

Chapter 4 Working Procedures

Article 18 The Committee shall formulate its annual working plan based on the strategies and working plan of the board of directors.

Article 19 The working procedures of the Committee shall include proposing resolutions, reporting, decision-making, handling extraordinary resolutions and reporting on the working progresses.

Article 20 The working procedures of proposing resolutions shall include proposing motions, reviewing resolutions and proposing resolutions.

Proposing motions: The Committee shall investigate and discuss the matters to be decided by the board of directors and propose motions based on the duties of the Committee and the development needs of the Bank.

Reviewing resolutions: The Committee shall investigate the motions and discuss the matters included in the motions with the management and other members of the board of directors and draft resolutions. The Committee may consult the relevant professionals when necessary.

Proposing resolutions: The Committee shall propose such resolutions to the board of directors for consideration.

Article 21 Reporting. The Committee shall discuss and investigate the relevant matters and other matters that are not required to be decided by the board of directors based on its duties and working plan. If a report is prepared, such report may be submitted to the board of directors.

Article 22 Decision-making. The Committee is entitled to make decision on matters as authorized by the board of directors. The relevant department shall submit a report signed by authorized personnel to the Committee five days prior to the meeting. The chairman of the Committee shall convene a meeting to review such report and discuss with the management and relevant departments. The notice of the decisions shall be given to relevant departments for implementation and shall be reported to the board of directors for filing.

Article 23 Handling extraordinary resolutions. The Committee shall convene a meeting for the discussion of extraordinary resolutions forwarded by the chairman of the board of directors or approved by the chairman of the Committee immediately after the receipt of such resolutions.

Article 24 Reporting on working progresses. Upon resolving the resolutions by the board of directors or the Committee, a notice and list of tasks shall be given to the relevant department by the departments under the Committee based on the contents of the resolutions. The departments under the Committee shall report the working progress to the Committee and the board of directors.

Chapter 5 Miscellaneous

Article 25 These terms of reference shall be effective from the date when the resolution is passed by the board of directors.

Article 26 Any matters not covered by these terms of reference shall be implemented in accordance with the provisions of the relevant laws and regulations of the PRC and the Articles of Association. If these terms of reference contravene any future laws and regulations promulgated by the government or the articles of association of the Company as amended under legal procedures, the provisions of the relevant laws and regulations of the PRC and the Articles of Association shall prevail, and the terms of reference shall be amended immediately and submitted to the board of directors for review and approval.

Article 27 The interpretation of these terms of reference shall be vested in the board of directors of the Company.

****Important: The above is an English translation of the Chinese version of the Terms of Reference of the Nomination Committee of the Board of Directors. In case of any discrepancies or inconsistencies, the Chinese version shall always prevail.***