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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)

(USD Preference Shares Stock Code: 04609)

Announcement

**Extension of the Authorization Period of the
Non-public Issuance of Domestic Preference Shares**

The third extraordinary meeting of the seventh session of the board of directors (the “**Board**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) was convened on 4 December 2017, at which the Resolution on the Extension of Validity Period of the Resolution of General Meeting in respect of the Non-public Issuance of Domestic Preference Shares and Authorization Period of the Authorization to the Board and its Authorized Persons to Deal with Relevant Matters (the “**Resolution**”) were considered and passed unanimously.

The Board has agreed to propose to the general meeting, the A share class meeting and the H share class meeting (collectively the “**General Meetings**”) to consider the Resolution.

**EXTENSION OF THE AUTHORIZATION PERIOD OF THE NON-PUBLIC
ISSUANCE OF DOMESTIC PREFERENCE SHARES**

Since the application for the non-public issuance of domestic preference shares (the “**Domestic Issuance**”) of the Company is still pending, and the Resolution regarding the Extension of Validity Period of the Resolution of General Meeting of China Minsheng Banking Corp., Ltd. in respect of the Non-Public Issuance of Domestic Preference Shares (the “**Domestic Preference Shares**”) and Authorization Period to the Board and its Authorized Persons to Deal with Relevant Matters passed at the First Extraordinary General Meeting for 2017, the First A Share Class Meeting for 2017 and the First H Share Class Meeting for 2017 on 20 February 2017 will soon expire, the Board has proposed to the General Meetings for a further extension of the validity period of the resolution in respect of the non-public issuance of Domestic Preference Shares for another twelve months and

the authorization period of the authorization by the general meeting to the Board and its authorized persons to exercise full power to deal with matters relating to the issuance of preference shares for another twelve months. The details are set out below:

I. Validity period of the Resolution

The validity period of the Resolution will be twelve months upon approval at the General Meetings.

II. Authorization to issue Domestic Preference Shares

It will be proposed at the General Meetings to authorize the Board and its authorized persons to exercise full power to deal with all matters relating to the Domestic Issuance under the framework and principles as deliberated and adopted at the General Meetings and within the validity period of the Resolution in respect of the Domestic Issuance, including but not limited to those set out below:

- (1) to finalize and implement proposal for the Domestic Issuance, including but not limited to the issue size, coupon rates (including the method of determination and the final coupon rates), conversion arrangements, timing of issuance, arrangements relating to issuance by tranches, method of issuance and placees, arrangements of rating and transfer of the preference shares;
- (2) to amend, adjust and supplement the terms of the Domestic Issuance based on the opinions of the regulatory authorities and the requirement of the Company in compliance with the laws and regulations;
- (3) to make necessary adjustments to the Domestic Issuance plan according to any new regulatory rules of the government on preference shares, new policies of the relevant regulatory authorities or changes in market condition, except those matters that require a separate vote at a general meeting in accordance with the relevant laws and regulations as well as the Articles of Association;
- (4) to sign, execute, amend or terminate any agreement, contract, prospectus or other documents in relation to the Domestic Issuance or transfer, including but not limited to sponsorship and underwriting agreement or agreement relating to fund-raising;
- (5) to complete the procedures for approval, registration, filing, verification and obtaining consent from the relevant domestic and foreign government and regulatory authorities (including but not limited to China Securities Regulatory Commission (the “CSRC”), the China Banking Regulatory Commission (the “CBRC”), the Shanghai Stock Exchange, the Securities & Futures Commission of Hong Kong, and The Stock Exchange of Hong Kong Limited) for the Domestic Issuance and transfer; to sign, execute, amend and complete the proposals, agreements, application documents and other documents to be submitted to the relevant domestic and foreign government and regulatory authorities, organizations and individuals; and to do all acts and things considered by them to be necessary, desirable or expedient regarding the Domestic Issuance and transfer;

- (6) subject to the regulatory requirements of the CSRC, the CBRC and other relevant regulatory authorities, to determine the placees and the number of shares to be issued to each placee through negotiation with the lead underwriter (the sponsor) in accordance with the conditions and principles set out in the resolution on the Domestic Issuance, and to arrange the application procedures, receive deposits, and enter into and enforce any share subscription agreement and other relevant legal documents with investors (being placees of the Domestic Issuance) as and when necessary;
- (7) to amend the Articles of Association and its annexes at the time of the Domestic Issuance and transfer in accordance with the requirements and recommendation of the relevant domestic and foreign government and regulatory authorities. Authorized persons may only exercise such authority to amend the terms and wordings of the Articles of Association in accordance with the regulatory requirements on the Domestic Issuance. Upon the completion of the Domestic Issuance, the Board shall revise the Articles of Association in relation to the change in registered capital and report to relevant government authorities for approval, and register the change and file the Articles of Association with the authorities of industry and commerce and other relevant government authorities;
- (8) to make amendments to the resolutions on the Domestic Issuance and transfer approved by the general meeting in accordance with the requirements of government and regulatory authorities and the relevant approval documents; and
- (9) to propose the general meeting to authorize the Board to assign relevant persons to deal with any matters relating to the Domestic Issuance as and when necessary.

In order to enhance the efficiency of decision making and grasp any market opportunities, the Board will assign the chairman, secretary to the Board, the president and other senior management to separately or jointly exercise all the powers in dealing with the above matters.

In addition, it will be proposed to the General Meetings to authorize the Board to exercise all the powers to deal with the following matters according to the framework and principles approved at the General Meetings from the date of completion of the Domestic Issuance:

- (1) to declare and pay all dividends on the preference shares in accordance with the issuance plan. If part of or all of the dividends on the preference shares are withheld, approval of the general meeting must be sought;
- (2) to redeem the preference shares based on the market conditions and other factors during the redemption period of the preference shares under the Domestic Issuance and to, at its sole discretion, deal with all matters relating to the redemption in accordance with the approval of the CBRC and other regulatory authorities;

(3) to, at its sole discretion, deal with all matters relating to the conversion of preference shares under the Domestic Issuance upon the triggering of the mandatory conversion conditions, including but not limited to issuing ordinary shares, revising the relevant provisions of the Articles of Association, completing relevant approval procedures with the CBRC and other regulatory authorities and completing the registration in respect of the change in the registered capital with the authority of industry and commerce in accordance with the provisions of mandatory conversion.

If the regulatory authorities impose new capital requirements or make material changes to the existing capital requirements, causing the preference shares under the Domestic Issuance not qualified as additional tier-1 capital, to modify the terms of contract of the Domestic Issuance pursuant to the new regulatory requirements so that the preference shares under the Domestic Issuance shall be qualified as additional tier-1 capital instruments in compliance with the regulatory requirements.

Please refer to the circular of the Company dated 8 January 2016 for details regarding the Domestic Issuance.

GENERAL MATTERS

The notices regarding the General Meetings and the circular regarding the Resolution will be sent to shareholders in due course to the extent practicable.

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

Beijing, the PRC
4 December 2017

As at the date of this announcement, the executive directors of the Company are Mr. Hong Qi, Mr. Liang Yutang and Mr. Zheng Wanchun; the non-executive directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu, Mr. Wu Di, Mr. Yao Dafeng, Mr. Song Chunfeng, Mr. Tian Zhiping and Mr. Weng Zhenjie; and the independent non-executive directors are Mr. Liu Jipeng, Mr. Li Hancheng, Mr. Xie Zhichun, Mr. Cheng Hoi-chuen, Mr. Peng Xuefeng and Mr. Liu Ningyu.