
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in China Minsheng Banking Corp., Ltd., you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(USD Preference Shares Stock Code: 04609)

**ANNUAL REPORT FOR 2017
FINAL FINANCIAL REPORT FOR 2017
PROPOSED PROFIT DISTRIBUTION PLAN FOR THE SECOND HALF OF 2017
PROPOSED PLAN OF CAPITAL RESERVE CAPITALISATION FOR 2017
AUTHORIZATION FOR INTERIM PROFIT DISTRIBUTION FOR 2018
ANNUAL BUDGETS FOR 2018
WORK REPORT OF THE BOARD FOR 2017
WORK REPORT OF THE SUPERVISORY BOARD FOR 2017
RE-APPOINTMENT AND REMUNERATION OF THE AUDITING FIRMS FOR 2018
AMENDMENTS TO THE ADMINISTRATIVE MEASURES
OF CONNECTED TRANSACTIONS
EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS
ON THE PUBLIC ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS AND
THE AUTHORIZATION PERIOD TO THE BOARD AND ITS AUTHORIZED PERSONS
TO EXERCISE FULL POWER TO DEAL WITH MATTERS RELATING TO THE ISSUANCE
IMPACTS ON DILUTION OF CURRENT RETURNS OF THE PUBLIC ISSUANCE
OF A SHARE CONVERTIBLE CORPORATE BONDS AND THE REMEDIAL MEASURES
REPORT ON UTILIZATION OF PROCEEDS FROM THE PREVIOUS ISSUANCE
GENERAL MANDATE FOR THE ISSUANCE OF SHARES
APPOINTMENT OF MR. TIAN SUNING AS INDEPENDENT NON-EXECUTIVE DIRECTOR
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF AGM FOR 2017
NOTICE OF THE SECOND H SHARE CLASS MEETING FOR 2018**

The Company will convene the AGM and Class Meetings at 2:00 p.m. on Thursday, 21 June 2018 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC. Notices convening the AGM and the H Share Class Meeting have been sent to the Shareholders pursuant to the Hong Kong Listing Rules on 8 May 2018.

If you intend to appoint a proxy to attend the AGM and/or the Class Meetings, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited (for holders of H Shares) and the office of the Board of the Company (for holders of A Shares) not less than 24 hours before the time fixed for holding the AGM and/or the Class Meetings (i.e. not later than 2:00 p.m. on Wednesday, 20 June 2018) in person or by post. Completion and return of the form of proxy will not preclude you from attending the AGM and/or the Class Meetings and voting in person if you so wish.

If you intend to attend the AGM and/or the Class Meetings in person or by proxy, please complete the enclosed reply slip and return the same to Computershare Hong Kong Investor Services Limited (for holders of H Shares) and the office of the Board of the Company (for holders of A Shares) on or before Friday, 1 June 2018.

* References to times and dates of this circular are to Hong Kong times and dates.

8 May 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Shareholder(s)”	holder(s) of A Share(s)
“A Share(s)”	domestic ordinary Share(s) of RMB1.00 each issued by the Company which is/are subscribed for by domestic investors and are listed for trading on the SSE (stock code: 600016)
“A Share Class Meeting”	the second A Share class meeting of the Company for 2018 to be held after the conclusion of the AGM or any adjournment thereof on Thursday, 21 June 2018 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC or any adjournment thereof
“A Share Convertible Bonds” or “Convertible Bonds”	convertible corporate bonds in the total amount of not more than RMB50 billion which are convertible into new A Shares, proposed to be issued by the Company
“Administrative Measures of Connected Transactions”	Administrative Measures of Connected Transactions of China Minsheng Banking Corp., Ltd.
“AGM”	the annual general meeting of the Company for 2017 to be held at 2:00 p.m. on Thursday, 21 June 2018 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC or any adjournment thereof, the notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Capitalisation A Share(s)”	new A Share(s) to be allotted and issued in accordance with the Capitalisation Issue
“Capitalisation H Share(s)”	new H Share(s) to be allotted and issued in accordance with the Capitalisation Issue
“Capitalisation Issue”	Capitalisation of the capital reserve from the issue of Shares at premium by issuing Shares to holders of A Shares and holders of H Shares whose names appear on the registers as at the record dates in a proportion of 2 Shares for every 10 Shares being held subject to the approval of the Shareholders at the AGM
“Capitalisation Share(s)”	Capitalisation A Share(s) and Capitalisation H Share(s)
“CBIRC”	the China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“CBRC”	the China Banking Regulatory Commission (中國銀行業監督管理委員會)

DEFINITIONS

“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Class Meeting(s)”	A Share Class Meeting and/or H Share Class Meeting
“Company” or “Bank”	China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), a joint stock company incorporated with limited liability in accordance with the Company Law of the People’s Republic of China, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the SSE respectively
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Dividend”	proposed payment of cash dividend of RMB0.90 (tax inclusive) for every 10 Shares to the holders of A Shares and H Shares whose names appear on the registers of members of the Company as at the close of business on the respective record dates
“Group”	the Company and its subsidiaries
“H Share Class Meeting”	the second H Share class meeting of the Company for 2018 to be held after the conclusion of the AGM and the A Share Class Meeting or any adjournment thereof on Thursday, 21 June 2018 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC or any adjournment thereof, the notice of which is set out in this circular
“H Shareholder(s)”	holder(s) of H Share(s)
“H Share(s)”	overseas listed foreign invested Share(s) of RMB1.00 each in the Share capital of the Company, which are listed on the Hong Kong Stock Exchange (stock code: 01988) and are subscribed for in HK dollars
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Issuance of A Share Convertible Bonds”	the public issuance and listing of A Share Convertible Bonds by the Company in accordance with the Proposal in respect of the Issuance of A Share Convertible Bonds
“Issuance of Preference Shares”	the issuance of Preference Shares by the Company according to the Preference Shares Issuance Plan
“Latest Practicable Date”	30 April 2018, being the latest practicable date for ascertaining certain information contained in this circular
“Macau”	the Macau Special Administrative Region of the PRC
“Offshore Preference Shares”	the 71,950,000 4.95% non-cumulative perpetual offshore preference Shares of an aggregate amount of US\$1,439,000,000 issued by the Bank in the overseas market on 14 December 2016 and listed on the Hong Kong Stock Exchange on 15 December 2016 (stock code: 04609)
“PBOC”	the People’s Bank of China
“Preference Shares”	Offshore Preference Shares
“Preference Shares Issuance Plan”	the issue plan of Offshore Preference Shares of the Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	the ordinary Share(s) of the Company, including A Share(s) and H Share(s)
“SSE”	Shanghai Stock Exchange
“Supervisory Board”	the supervisory board of the Company

EXPECTED TIMETABLE

2018

Latest time for lodging transfers of the H Shares to qualify for entitlement to attend the AGM.	4:30 p.m., 21 May
H Shareholders' register closed for the AGM.	22 May to 21 June (both days inclusive)
Latest date for lodging reply slips for the AGM.	1 June
Latest time for lodging forms of proxy for the AGM.	2:00 p.m., 20 June
AGM	2:00 p.m., 21 June
Announcement of poll results of the AGM.	21 June
H Shareholders' register re-opens	22 June
Last day of dealings in the H Shares cum-entitlement to the Capitalisation H Shares and the Dividend.	22 June
First day of dealings in the H Shares ex-entitlement to the Capitalisation H Shares and the Dividend.	25 June
Latest time for lodging transfers of the H Shares to qualify for entitlement to the Capitalisation H Shares and the Dividend	4:30 p.m., 26 June
H Shareholders' register closed for the Capitalisation H Shares and the Dividend	27 June to 2 July (both days inclusive)
H Share record date for the Capitalisation H Shares and the Dividend	2 July
H Shareholders' register re-opens	3 July

Note: The Company will issue a separate announcement regarding the date of despatch of the certificates for the Capitalisation H Shares and the cheques for the Dividend and the date of the commencement of dealings in the Capitalisation H Shares.



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)

Members of the Board:

Executive Directors:

Mr. HONG Qi
Mr. LIANG Yutang
Mr. ZHENG Wanchun

Registered Address:

No. 2 Fuxingmennei Avenue,
Xicheng District,
Beijing, China 100031

Non-executive Directors:

Mr. ZHANG Hongwei
Mr. LU Zhiqiang
Mr. LIU Yonghao
Mr. SHI Yuzhu
Mr. WU Di
Mr. YAO Dafeng
Mr. SONG Chunfeng
Mr. TIAN Zhiping
Mr. WENG Zhenjie

Independent Non-executive Directors:

Mr. LIU Jipeng
Mr. LI Hancheng
Mr. XIE Zhichun
Mr. CHENG Hoi-chuen
Mr. PENG Xuefeng
Mr. LIU Ningyu

8 May 2018

LETTER FROM THE BOARD

To the Shareholders

Dear Sir or Madam,

ANNUAL REPORT FOR 2017
FINAL FINANCIAL REPORT FOR 2017
PROPOSED PROFIT DISTRIBUTION PLAN FOR THE SECOND HALF OF 2017
PROPOSED PLAN OF CAPITAL RESERVE CAPITALISATION FOR 2017
AUTHORIZATION FOR INTERIM PROFIT DISTRIBUTION FOR 2018
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WORK REPORT OF THE BOARD FOR 2017
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RE-APPOINTMENT AND REMUNERATION OF THE AUDITING FIRMS FOR 2018
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OF CONNECTED TRANSACTIONS
EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS
ON THE PUBLIC ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS AND
THE AUTHORIZATION PERIOD TO THE BOARD AND ITS AUTHORIZED PERSONS
TO EXERCISE FULL POWER TO DEAL WITH MATTERS RELATING TO THE ISSUANCE
IMPACTS ON DILUTION OF CURRENT RETURNS OF THE PUBLIC ISSUANCE
OF A SHARE CONVERTIBLE CORPORATE BONDS AND THE REMEDIAL MEASURES
REPORT ON UTILIZATION OF PROCEEDS FROM THE PREVIOUS ISSUANCE
GENERAL MANDATE FOR THE ISSUANCE OF SHARES
APPOINTMENT OF MR. TIAN SUNING AS INDEPENDENT NON-EXECUTIVE DIRECTOR
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF AGM FOR 2017
NOTICE OF THE SECOND H SHARE CLASS MEETING FOR 2018

INTRODUCTION

The purpose of this circular is to provide you (among other things) with additional information to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM and H Share Class Meeting for the following issues (special resolutions are marked by *):

AT THE AGM

1. The resolution regarding the annual report for 2017 of the Company
2. The resolution regarding the final financial report for 2017 of the Company
3. The resolution regarding the proposed profit distribution plan for the second half of 2017 of the Company
4. The resolution regarding the proposed plan of capital reserve capitalisation for 2017 of the Company

LETTER FROM THE BOARD

5. The resolution regarding the authorization for interim profit distribution for 2018 of the Company
6. The resolution regarding the annual budgets for 2018 of the Company
7. The resolution regarding the work report of the Board for 2017 of the Company
8. The resolution regarding the work report of the Supervisory Board for 2017 of the Company
9. The resolution regarding the re-appointment and remuneration of the auditing firms for 2018
10. The resolution regarding the amendments to the Administrative Measures of Connected Transactions
- 11.* The resolution regarding the extension of the validity period of the resolutions on the public issuance of A Share Convertible Corporate Bonds and the authorization period to the Board and its authorized persons to exercise full power to deal with matters relating to the issuance
12. The resolution regarding the impacts on dilution of current returns of the public issuance of A Share Convertible Corporate Bonds and the remedial measures
- 13.* The resolution regarding the report on utilization of proceeds from the previous issuance
- 14.* The resolution regarding the granting of general mandate for the issuance of Shares to the Board
15. The resolution regarding the appointment of Mr. Tian Suning as independent non-executive Director
- 16.* The resolution regarding the amendments to the Articles of Association

AT THE H SHARE CLASS MEETING

- 1.* The resolution regarding the extension of the validity period of the resolutions on the public issuance of A Share Convertible Corporate Bonds and the authorization period to the Board and its authorized persons to exercise full power to deal with matters relating to the issuance

LETTER FROM THE BOARD

1. Annual Report for 2017

Please refer to the annual report for 2017 issued by the Company.

This resolution has been considered and approved at the Board meeting held on 29 March 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

2. Final Financial Report for 2017

Please refer to the financial report set out in the annual report for 2017 of the Company.

This resolution has been considered and approved at the Board meeting held on 29 March 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

3. Proposed Profit Distribution Plan for the Second Half of 2017

Please refer to the proposed profit distribution plan for the second half of 2017 set out in the annual report (H Shares) for 2017 of the Company.

The audited net profit after taxation of the Company for 2017 was RMB48,619 million, of which net profit for the first half of the year was RMB27,526 million. A cash dividend of RMB4,378 million, or RMB1.20 for every 10 Shares, was distributed as in the interim profit distribution plan. The net profit for the second half of 2017 was RMB21,093 million. The profit distribution plan for the second half of 2017 is proposed as follows:

According to the relevant requirements, 10% of the net profit of the Company for the second half of 2017, being RMB2,109 million, was allocated to the statutory surplus reserve. A general provision for risks of RMB1,038 million was made at a rate of 1.5% of the balance of the risky assets as at the end of December 2017. The profits distributable to Shareholders as at the end of December 2017 was RMB158,189 million.

According to relevant provisions of the Articles of Association in respect of profit distribution, having considered various factors including the capital adequacy ratio required by the regulatory authorities and the sustainable development of the Company, the Company proposed to distribute to A Shareholders and H Shareholders whose names appear on the registers as at the record dates a cash dividend of RMB0.90 (tax inclusive) for every 10 Shares being held. Based on the number of Shares in issue, being 36,485 million Shares, as at 31 December 2017, the total cash dividend is RMB3,284 million. The cash dividend will be denominated and declared in RMB, and will be paid in RMB to the A Shareholders and in Hong Kong dollar to H Shareholders. The actual amount of dividend to be paid in Hong Kong dollars shall be calculated based on the benchmark exchange rate of RMB against Hong Kong dollars on the day of the annual general meeting as announced by the PBOC.

The cash dividend is expected to be paid to H Shareholders on 27 July 2018.

The Company is currently under strategic transformation, and the retained earnings are mainly used to promote the implementation of the strategic transformation as well as the improvement and adjustment of business structure in order to continuously strengthen the Company's risk resistance ability.

LETTER FROM THE BOARD

The independent non-executive Directors of the Company have expressed their view that the profit distribution plan for the second half of 2017 of the Company fully considered the appeal of medium and small investors and protected their interests besides the interests of the Company and its Shareholders, has complied with the relevant laws, regulations and the Articles of Association of the Company, and is beneficial to the sustainable, stable and healthy development of the Company.

The formulation and implementation of the cash dividend policy by the Company are in compliance with the stipulations of the Articles of Association and the requirements stated in the resolutions approved by the general meeting of the Company. The basis and proportion of profit distribution are clearly specified. Effective determination and approval procedures and mechanisms are in place. The said distribution has been examined and approved by the independent non-executive directors. Legitimate rights and interests of minority Shareholders are well protected by being entitled to attend general meetings to exercise their voting rights and make proposals or enquiries on the operations of the Company.

Taxation

According to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) and its implementation regulations (the “EIT Law”), the tax rate of the enterprise income tax applicable to the income of a non-resident enterprise deriving from the PRC is 10%. For this purpose, any H Shares registered under the name of non-individual enterprise, including the H Shares registered under the name of HKSCC Nominees Limited, other nominees or trustees, or other organisations or entities, shall be deemed as Shares held by non-resident enterprise Shareholders (as defined under the EIT Law). The Company will distribute dividends to such non-resident enterprise Shareholders after the withholding of the enterprise income tax of 10%.

Any resident enterprise (as defined under the EIT Law) which has been legally incorporated in the PRC or which was established pursuant to the laws of foreign countries (regions) but has established effective administrative entities in the PRC, and whose name appears on the Company’s H Share register should deliver a legal opinion ascertaining its status as a resident enterprise furnished by a qualified PRC lawyer (with the official chop of the law firm issuing the opinion affixed thereon) and relevant documents to Company’s H Share register, Computershare Hong Kong Investor Services Limited, in due course, if they do not wish to have the 10% enterprise income tax withheld and paid on their behalf by the Company. Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guoshuifa (1993) No. 045 Document (《關於國稅發(1993)045號文件廢止後有關個人所得稅徵管問題的通知》) (the “Notice”) issued by the State Administration of Taxation on 28 June 2011, the dividend to be distributed by the PRC non-foreign invested enterprise which has issued Shares in Hong Kong to the overseas resident individual Shareholders, is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual Shareholders may vary depending on the relevant tax agreements between the countries of their residence and Mainland China. Thus, 10% individual income tax will be withheld from the dividend payable to any individual Shareholders of H Shares whose names appear on the H Share register of members of the Company on the record date, unless otherwise stated in the relevant taxation regulations, tax treaties or the Notice.

The Company will not be liable for any claim arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding.

LETTER FROM THE BOARD

Profit Distribution to Investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Company listed on the SSE (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such Shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the competent tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the A Shareholders of the Company.

Profit Distribution to Investors of Southbound Trading

For investors of the SSE and SZSE (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company. Below are relevant taxation policies:

- Shanghai-Hong Kong Stock Connect: Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號)》), for dividends received by domestic individual investors from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H Shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H Shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.
- Shenzhen-Hong Kong Stock Connect: Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2016]127號)》), for dividends received by domestic individual investors from investing in H Shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H Shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in Shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H Shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

LETTER FROM THE BOARD

Shareholders are suggested to consult their tax consultants regarding the tax impacts in China, Hong Kong and other countries (regions) for holding and selling the Company's Shares.

This resolution has been considered and approved at the Board meetings held on 29 March 2018 and 11 April 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval. The proposed profit distribution plan for the second half of 2017 shall be subject to the approval of the Shareholders at the AGM.

4. Proposed Plan of Capital Reserve Capitalisation for 2017

Please refer to the announcement of the Company dated 11 April 2018 regarding the proposed plan of capital reserve capitalisation for 2017 and capitalisation of capital reserve plan as set out in the annual report for 2017 of the Company.

According to the financial statements of the Company for 2017, the capital reserve of the Company was RMB64,447 million at the end of 2017. The Company intends to capitalise the capital reserve from the issue of Shares at premium by issuing Shares to A Shareholders and H Shareholders whose names appear on the registers as at the record dates in a proportion of 2 Shares for every 10 Shares being held. Based on the number of Shares in issue, being 36,485 million Shares, as at 31 December 2017, the total number of Shares to be issued by capitalisation of the capital reserve will be approximately 7,297 million Shares. The actual number of Shares to be issued by way of capitalisation of the capital reserve shall be calculated based on the total number of Shares registered as at the record dates.

The independent non-executive Directors of the Company have expressed their view that the proposed plan of capital reserve capitalisation for 2017 of the Company fully considered the appeal of small and medium investors and protected their interests besides the interests of the Company and its Shareholders, has complied with the relevant laws, regulations and the Articles of Association, and is beneficial to the sustainable, stable and healthy development of the Company.

Entitlements of the Capitalisation Shares and Treatment of Fraction of Capitalisation Shares

The Capitalisation H Shares and the Capitalisation A Share will rank *pari passu* in all respects with the respective H Shares and A Shares then in issue on the record dates. Holders of the Capitalisation Shares will be entitled to receive all future dividends and distributions (if any) which are declared, made or paid after the date on which the Capitalisation Shares are allotted and issued, but will not be entitled to the cash dividends of the Company for the year ended 31 December 2017 which are subject to the approval by the Shareholders at the AGM.

The Capitalisation H Shares will be issued on a *pro rata* basis and any fractional Shares (if any) will be rounded down to the nearest whole number. The fractional Shares to be issued under the Capitalisation Issue will not be allotted to the Shareholders, but will be aggregated and sold for the benefits of the Company.

LETTER FROM THE BOARD

Overseas Shareholders

If on the record date, the register of members of the Company for H Shares reveals there are overseas Shareholders, an enquiry will be made by the Company regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange. Upon the enquiry, if the Board is of the view that for overseas Shareholders who will not be entitled to the Capitalisation Shares because of the legal restrictions under the laws or statutory regulations of their jurisdiction or the requirements of the stock exchange in that jurisdiction, arrangements will be made for the Capitalisation Shares which would otherwise have been issued to the overseas Shareholders to be sold in the market as soon as practicable after dealings commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant overseas Shareholders, by ordinary post at their own risk, unless the amount failing to be distributed to any such person is less than HK\$100. In that case, it will be retained for the benefit of the Company.

According to the register of members of the Company, as at the Latest Practicable Date, there are Shareholders whose addresses are in Australia, Canada, United Kingdom, South Korea, Malaysia, Philippine, Singapore and U.S.A. The Company may issue the Capitalisation Shares to those Shareholders.

All Shareholders residing outside Hong Kong are highly recommended that they should consult their bankers, brokers or other professional advisors as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the Capitalisation Shares. Shareholders residing in a jurisdiction where it would be illegal for them to receive the Capitalisation Shares will be deemed to have received this circular for information only.

Taxation

According to the relevant provisions of the State Administration of Taxation of the PRC, the Capital Reserve Capitalisation shall not be subject to any tax nor any withholding tax.

Eligibility to Capitalisation Shares for Shareholders Trading through Southbound Trading and Northbound Trading

As at the Latest Practicable Date, the H Shares of the Company are eligible for Southbound Trading and the A Shares of the Company are eligible for Northbound Trading. Subject to compliance with the relevant laws or regulations in the PRC, the Capitalisation Shares will be offered to the H Shareholders in the PRC who are holding the H Shares of the Company through Southbound Trading and the Capitalisation Shares will also be offered to the A Shareholders in Hong Kong who are holding the A Shares of the Company through Northbound Trading.

Effects on the Shareholdings after the Capitalisation Issue

For details of the Shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the Capitalisation Issue (assuming that no new Shares will be allotted or issued prior to the record dates for A Shares and H Shares, and that the conditions of the Capitalisation Issue will be satisfied), see the table set out on page 20 in this circular.

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Application for Listing and Dealings

The Capitalisation H Shares are listed on the Hong Kong Stock Exchange whereas the Capitalisation A Shares are listed on the SSE. Application will be made to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Capitalisation Shares. Subject to the satisfaction of the conditions as set out in this circular (including but not limited to the granting of the aforesaid approval by the Hong Kong Stock Exchange), the Capitalisation H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made for the Capitalisation H Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. The Capitalisation A Shares will be listed on the SSE.

Subject to the proposed Capitalisation Issue becoming unconditional, the certificates for the Capitalisation H Shares and the cheques for the Dividend will be despatched by ordinary post to the H Shareholders who are entitled thereto at their own risk. In case of joint Shareholding, the certificates for the Capitalisation H Shares and the cheques for the Dividend will be posted to the first named person on the H Shareholder's register in respect of such joint Shareholding. The Company will publish a separate announcement regarding the date of despatch of the certificates for the Capitalisation H Shares and the cheques for the Dividend and the date of the commencement of dealings in the Capitalisation H Shares.

Expected Timetable

The certificate of Capitalisation H Shares is expected to be despatched to H Shareholders on 27 July 2018. Expected timetable for the issuance of Capitalisation H Shares and other matters is set out on page 4 of this circular.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

Statements to be made on acquisition of Shares

The Company shall ensure that all its listing documents and Share certificates include the statements stipulated below and shall instruct and cause its Share registrar not to register the subscription, purchase or transfer of any of its Shares in the name of any particular holder unless and until such holder delivers to such Share registrar a signed form in respect of such Shares bearing statements to the following effect:

- (i) the acquirer of Shares agrees with the Company and each of its Shareholder, and the Company agrees with each Shareholder, to observe and comply with the Company Law, the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies and its Articles of Association;

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- (ii) the acquirer of Shares agrees with the Company, each of its Shareholders, directors, supervisors, presidents and officers, and itself (acting for the Company and for each director, supervisor, president and officer) agrees with each Shareholder, to refer all differences and claims arising from its Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with its Articles of Association. Any reference to arbitration will be deemed to authorize the arbitration tribunal to conduct its hearing in open session and to publish its award. Such arbitration will be final and conclusive;
- (iii) the acquirer of Shares agrees with the Company and its Shareholders that H Shares in the Company are freely transferable by the holder of such Shares; and
- (iv) the acquirer of Shares authorizes the Company to enter into a contract on his behalf with each director and officer whereby such directors and officers undertake to observe and comply with their obligations to Shareholders stipulated in its Articles of Association.

Documents Available for Inspection

Copies of the following documents will be available for inspection at the office of Clifford Chance at 27th Floor, Jardine House, One Connaught Place, Central, Hong Kong during normal business hours on any business day from the date of this circular until Monday, 28 May 2018:

- (i) Articles of Association;
- (ii) the annual reports of the Company for the two years ended 31 December 2016 and 2017; and
- (iii) this circular.

General

Upon the approval at the AGM, the Board shall be authorised to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure of the Company upon completion of the Capitalisation Issue.

This resolution has been considered and approved at the Board meeting held on 11 April 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval. The Capitalisation Issue is subject to approval at the AGM, and the approval by the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Capitalisation H Shares.

5. Authorization for Interim Profit Distribution for 2018

In accordance to the operating performance of the Company, if there will be interim profit distribution for 2018, it is proposed to the AGM to authorize the Board to suggest the interim profit distribution plan for 2018. The total cash dividend should amount to not less than 10% of the net profit of the Company for the first six months of 2018.

This resolution has been considered and approved at the Board meeting held on 29 March 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval. The authorization for interim profit distribution for 2018 shall be subject to the approval of Shareholders at the AGM.

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6. Annual Budgets for 2018

(1) Additional fixed asset investment budget

The additional fixed asset investment budget of the Group is RMB5.31 billion (excluding fixed assets held under operating lease). Details are as follows:

A. Properties and buildings

It is expected that properties and buildings for 2018 will be increased by RMB4.19 billion, of which RMB2.07 billion will be transferred from ongoing constructions, RMB1.5 billion will be used for the purchase of new properties, and the remaining RMB620 million will be used to pay renovation costs and balance payments for existing properties.

B. Operating equipment

It is expected that operating equipment for 2018 will be increased by RMB0.62 billion, which will be used mainly for the purchase of business equipment and office facilities, etc.

C. Transportation equipment

It is expected that transportation equipment for 2018 will be increased by RMB70 million, which will be used mainly for the purchase of office vehicles, etc.

D. Technical equipment

It is expected that technical equipment for 2018 will be increased by RMB0.43 billion, which will be used mainly for the purchase of technical equipment.

(2) The regulatory requirements of major regulatory indicators such as capital adequacy ratio and loan-to-deposit ratio have been fulfilled

This resolution has been considered and approved at the Board meeting held on 29 March 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

7. Work Report of the Board for 2017

Please refer to the relevant contents in the annual report for 2017 of the Company for the main content of the work report of the Board for 2017.

This resolution has been considered and approved at the Board meeting held on 29 March 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

8. Work Report of the Supervisory Board for 2017

Please refer to the relevant contents in the annual report for 2017 of the Company for the main content of the work report of the Supervisory Board for 2017.

This resolution has been considered and approved at the Supervisory Board meeting held on 29 March 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

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9. Re-appointment and Remuneration of the Auditing Firms for 2018

The Company proposes to re-appoint KPMG Huazhen LLP and KPMG Certified Public Accountants as the auditors for the financial report of the Company for 2018 with a term of one year. The audit fee will be RMB12.0 million (comprising annual audit and interim review service charges of RMB9.50 million, agreed-upon-procedure service charges for the first and third quarterly financial statements of RMB0.7 million each and audit charges for the effectiveness of internal control of RMB1.10 million) with tax and various charges such as travelling expenses included.

This resolution has been considered and approved at the Board meeting held on 29 March 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

10. Resolution on Amendments to the Administrative Measures of Connected Transactions

In early 2018, the CBRC promulgated the Interim Measures for Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》). The SSE and the Hong Kong Stock Exchange have revised the listing rules in recent years. The Interim Measures for Equity Management of Commercial Banks and the Hong Kong Listing Rules are having higher requirements for the management of connected transactions of commercial banks and listed companies. In consideration of the restructuring and the actual situation of the management of connected transactions in recent years, the Company formulated the Administrative Measures of Connected Transactions of China Minsheng Banking Corp., Ltd. (Revision).

For details of the amendments, please refer to the comparison table set out in Appendix I to this circular.

This resolution has been considered and approved at the Board meeting held on 29 March 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

11. Resolution on Extension of the Validity Period of the Resolutions on the Public Issuance of A Share Convertible Corporate Bonds and the Authorization Period to the Board and its Authorized Persons to Exercise Full Power to Deal with Matters Relating to the Issuance

References are made to the 2016 annual general meeting, the second A Share class meeting for 2017 and the second H Share class meeting for 2017 of the Company held on 16 June 2017. The meetings considered and passed, among others, the Resolution regarding the Proposal in respect of the Plan of Public Issuance and Listing of A Share Convertible Corporate Bonds, the Resolution regarding the Proposal in respect of Feasibility Analysis Report of the Use of Proceeds from Public Issuance of the A Share Convertible Corporate Bonds, the Resolution regarding the Proposal in respect of Impacts on Dilution of Current Returns of Public Issuance of A Share Convertible Corporate Bonds and the Remedial Measures, the Resolution regarding the Report of the Use of Proceeds from the Previous Issuance and the Resolution regarding the Proposal in respect of the Authorization to the Board of Directors of the Company and its Authorized Persons to Exercise Full Power to Deal with Matters relating to the Public Issuance and Listing of A Share Convertible Corporate Bonds (the “**Relevant Resolutions on the Public Issuance of A Share Convertible Bonds**” or the “**Relevant Resolutions on the Convertible Bonds**”).

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The Issuance of A Share Convertible Bonds is subject to the approval by relevant PRC regulatory authorities. As of the date of this circular, the Issuance is still subject to approval by the CBIRC and the CSRC. It would be impracticable for the Company to estimate when such approval(s) will be granted. The validity period of the Relevant Resolutions on the Convertible Bonds and the authorization period to the Board and its authorized persons upon proposal to the Shareholders' meeting to exercise full power to deal with the matters relating to the Issuance of the Convertible Bonds will soon expire. In order to ensure the implementation of the Issuance of A Share Convertible Bonds, the Board has proposed at the general meeting and class meetings of the Company for, the extension of the validity period of the Relevant Resolutions on the Convertible Bonds for twelve months and the authorization period to the Board and its authorized persons to exercise full power to deal with matters relating to the Issuance of the Convertible Bonds for twelve months. Details of the resolution is as follows:

1. Validity period of the resolutions

The extended validity period of the Relevant Resolutions on the Convertible Bonds shall be twelve months upon approval at the Shareholders' meetings of the Company.

2. Authorization for the Issuance of the Convertible Bonds

The Board proposes to the Shareholders' meeting to authorize the Board, which in turn can delegate authority to the chairman, Board secretary, president and other personnel of the senior management, to jointly or solely handle the relevant matters of the Issuance of the Convertible Bonds with full discretions within the framework and principles approved by the Shareholders' meeting. The term of the authorization shall be twelve months from the date on which the resolution of the Shareholders' meeting takes effect. Before the expiry of the authorization, the Board will propose to the Shareholders' meeting of the Company the approval of a new authorization, taking into account the actual situation of the Issuance of the Convertible Bonds. The specific terms and scope of the authorization include but are not limited to:

- (I) Within the scope permitted by the relevant laws, regulations and the resolutions of the Shareholders' meeting, and in accordance with the requirements of the relevant regulatory authorities and the actual situation of the Company, before the Issuance comes into effect, the specific terms and conditions of the Issuance and the Issuance plan shall be clearly defined, and the final plan of the Issuance shall be formulated and implemented, which include but are not limited to the determination of the size, format and target investor(s) of the Issuance, interest rate of the bonds, the conversion terms, the terms on redemption, the size of the preferential allotment to the existing A Shareholders, rating arrangements and others, so as to determine the timing and all other matters related to the Issuance;
- (II) If there are changes in the national laws and regulations, or in the policies governing the issuance of Convertible Bonds of relevant regulatory authorities, or if there are changes in market conditions, unless such changes are related to the relevant laws and regulations, the regulations in the Articles of Association and matters required by the regulatory authorities to be re-voted by the Shareholders' meeting, appropriate revisions, adjustments and supplements can be carried out on the specific arrangements for the Issuance within the scope permitted by the relevant laws and regulations, and in accordance with the opinions of the regulatory authorities and the actual conditions of the Company and the market;

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- (III) The establishment of the special account for fund-raising for the Issuance;
- (IV) The handling of the matters related to the listing of the Convertible Bonds after the completion of the Issuance; modification of the terms in Articles of Association in connection with the Issuance in a timely manner after taking into account the situation of the Issuance and conversion; the handling of the matters related to the approval and business filing of the amendments of the Articles of Association and changes in registered capital;
- (V) The analysis, research and demonstration of the dilution effects of the Issuance of the Convertible Bonds on immediate returns, in accordance with the relevant laws, regulations and requirements of regulatory authorities; the formulation and implementation of relevant measures to make up for the immediate returns, or the modifications, supplements and improvements of the relevant analysis and measures under the existing framework according to the new policies and regulations, regulations on implementation, or self-disciplinary regulations to be introduced in the future, and to handle other relevant matters with full discretion;
- (VI) The Company shall determine which intermediary to hire for the Issuance, and, in accordance with the requirements of the regulatory authorities, handle matters related to the reporting of the Issuance; produce, prepare, modify, perfect, sign and submit all the documents related to the Issuance and the listing; and sign, modify, supplement, execute and suspend all relevant contracts, agreements and other important documents related to the Issuance (including but not limited to the sponsor agreement, the underwriting agreement, the fund-raising regulatory agreement, the agreements on the appointment of intermediary, etc.), and handle matters related to the information disclosure of the Issuance in accordance with regulatory requirements;
- (VII) Within the scope permitted by laws and regulations, and in accordance with the opinions of the regulatory authorities and the actual situation of the Company, to carry out the appropriate revisions, adjustments and supplements on the specific terms and conditions of the Convertible Bonds in the Issuance;
- (VIII) In circumstances permitted by the relevant laws and regulations, take all necessary actions to determine/handle other matters related to the Issuance.

To propose to the Shareholders' meeting to authorize the Board to handle the following matters with full discretion during the period the Convertible Bonds in the Issuance are outstanding, in a manner in accordance with the laws and regulations, permitted by the Articles of Association and the relevant regulatory authorities, and within the framework and principles approved by the Shareholders' meeting:

- (I) Matters related to redemption: to authorize the Board to handle all matters related to redemption with full discretion, in a manner in accordance with the requirements of laws and regulations, the approval of the relevant regulatory authorities (if required), the requirements in the Articles of Association and market conditions. Such matters include but are not limited to the timing of redemption, redemption ratio and the execution procedures;

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- (II) Matters related to conversion: to authorize the Board to handle all matters related to conversion with full discretion, in a manner in accordance with the requirements of laws and regulations, the requirements in the Articles of Association and market conditions. Such matters include but are not limited to the adjustments of the Conversion Price; the timely amendments to the relevant provisions related to registered capital in the Articles of Association taking into account the conversion situation of the Convertible Bonds; the handling of approval and business filing of the amendments of the Articles of Association; and matters related to the approval and registration of business changes with respect to the changes in registered capital.

All members of the Board should be promptly informed upon completion of all of the above matters.

Hong Kong Listing Rules Implications

As certain existing A Shareholders are considered associates of Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Shi Yuzhu and Mr. Liu Yonghao, being the non-executive Directors of the Company, such existing A Shareholders constitute connected persons of the Company. In addition, certain connected persons of the Company, including Mr. Wang Jiazhi, being a supervisor of the Company, and Anbang Insurance Group Co., Ltd., a substantial Shareholder of the Company, are also existing A Shareholders. The subscription of the A Share Convertible Bonds initially by existing A Shareholders on a pro rata basis (the “**Existing Shareholders’ Tranche**”) and the subscription of the portion to be offered to the market generally (which could be participated by existing Shareholders or non-Shareholders) through a combination of offline placement to institutional investors and online issuance to public investors (the “**Excess Applications Tranche**”) by Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Shi Yuzhu, Mr. Liu Yonghao, Mr. Wang Jiazhi and Anbang Insurance Group Co., Ltd. and/or their associates (the “**Connected A Shareholders**”) and the subscription of the A Share Convertible Bonds under the Excess Application Tranche by any connected person of the Company would constitute connected transactions under Chapter 14A of the Hong Kong Listing Rules subject to the announcement, circular, independent Shareholders’ approval (including independent financial advice) and reporting requirements under the Hong Kong Listing Rules.

Hence, the right of any Connected A Shareholder to make applications under the Existing Shareholders’ Tranche or the Excess Applications Tranche will be subject to the Company having complied with the necessary requirements under Chapter 14A of the Hong Kong Listing Rules, including the obtaining of approval from independent Shareholders separately. If the connected transaction resolution is not approved by the independent Shareholders at the separate general meeting, the existing independent A Shareholders would still have a pre-emptive right to subscribe for the A Share Convertible Bonds on a pro rata basis and all connected persons (including the Connected A Shareholders) would not be allowed to subscribe for any A Share Convertible Bonds.

Effect on Shareholding Structure of the Company

The initial Conversion Price of the Convertible Bonds shall not be lower than the average trading price of A Shares for the 20 trading days preceding the date of publication of the offering document and the average trading price of A Shares on the trading day preceding the date of the offering document of the Convertible Bonds and the lower of the most recent audited net asset value per Share and the average trading price of the A Shares for the five trading days preceding the date of the resolution of the first extraordinary meeting of the seventh session of the Board (being 2 May 2017). The actual initial Conversion Price shall be determined by the Board of the Company with reference to the market conditions,

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according to the authorization by the Shareholders in general meeting. The above complies with the principle for determining the initial conversion price stated in the Administrative Measures for the Issuance of Securities by Listed Companies of the China Securities Regulatory Commission. The actual initial Conversion Price will be determined before the Issuance of A Share Convertible Bonds. As of the Latest Practicable Date of this Circular, the Company has fixed a minimum initial conversion price of RMB7.81 per Share, which represents the average trading price of the A Shares for the five trading days preceding the date of the resolution of the first extraordinary meeting of the seventh session of the Board (being 2 May 2017).

The initial conversion price can only be determined before the date of publication of the offering document according to the pricing mechanism. In practise, the initial conversion price would be higher than RMB7.81 per Share, having adopted the fixed minimum initial conversion price. Using the minimum initial conversion price of RMB7.81 per Share and given the total size of the Issuance will not be more than RMB50 billion, the maximum number of A Shares to be converted would be 6,402,048,655 A Shares.

Set out below are the Company's shareholdings structure (i) as of the Latest Practicable Date, (ii) immediately upon completion of the Capitalisation Issue, and (iii) immediately upon completion of the Capitalisation Issue and full conversion of the A Shares Convertible Bond into A Shares (based on the initial conversion price of RMB7.81 per Share and assuming (a) an offering of RMB50 billion A Share Convertible Bonds; (b) with full exercise of pre-emptive rights by all the Connected A Shareholders in proportion to the shareholding percentage in the Company's A Shares as at the date of the resolution of the first extraordinary meeting of the seventh session of the Board (being 2 May 2017); and (c) the full conversion of the A Shares Convertible Bonds into A Shares):

Name of Shareholders	As of 31 March 2018		Immediately upon completion of the Capitalisation Issue		Immediately upon completion of the Capitalisation Issue and full conversion of the A Shares Convertible Bond into A Shares	
	Number of Shares	Approximate percentage of total issued ordinary Shares (%)	Number of Shares	Approximate percentage of total issued ordinary Shares (%)	Number of Shares	Approximate percentage of total issued ordinary Shares (%)
A Shares						
Anbang Insurance Group Co., Ltd. ^(Note 1)						
and its associates	6,126,903,907	16.79%	7,352,284,688	16.79%	8,679,607,477	17.30%
Zhang Hongwei ^(Note 2) and his associates	2,333,604,914	6.40%	2,800,325,896	6.40%	3,305,874,380	6.59%
Lu Zhiqiang ^(Note 3) and his associates	1,682,652,182	4.61%	2,019,182,618	4.61%	2,383,709,730	4.75%
Liu Yonghao ^(Note 4) and his associates	1,608,929,324	4.41%	1,930,715,188	4.41%	2,279,271,096	4.54%
Shi Yuzhu ^(Note 5) and his associates	1,149,732,989	3.15%	1,379,679,586	3.15%	1,628,755,925	3.25%
Wang Jiazhi ^(Note 6)	759,720	0.00%	911,664	0.00%	1,076,248	0.00%
Public Shareholders of A Shares	16,649,186,308	45.63%	19,979,023,569	45.63%	23,585,877,005	47.00%
Total issued A Shares	29,551,769,344	81.00%	35,462,123,212	81.00%	41,864,171,867	83.42%
H Shares						
Anbang Insurance Group Co., Ltd. ^(Note 1)						
and its associates	381,608,500	1.05%	457,930,200	1.05%	457,930,200	0.91%
Lu Zhiqiang ^(Note 3) and his associates	850,448,725	2.33%	1,020,538,470	2.33%	1,020,538,470	2.03%
Shi Yuzhu ^(Note 5) and his associates	665,020,111	1.82%	798,024,133	1.82%	798,024,133	1.59%
Public Shareholders of H Shares	5,036,502,072	13.80%	6,043,802,486	13.80%	6,043,802,486	12.04%
Total issued H Shares	6,933,579,408	19.00%	8,320,295,289	19.00%	8,320,295,289	16.58%
Total Shares held by public Shareholders	21,685,688,380	59.44%	26,022,826,056	59.44%	32,424,874,711	64.61%
Total issued Shares	36,485,348,752	100.00%	43,782,418,502	100.00%	50,184,467,157	100.00%

Notes:

- As at the Latest Practicable Date, Anbang Insurance Group Co., Ltd. holds approximately 17.84% of the Shares in the Company and is a substantial Shareholder of the Company. Anbang Insurance Group Co., Ltd. is thus a core connected person of the Company.

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2. As at the Latest Practicable Date, Zhang Hongwei is a non-executive Director of the Company. Zhang Hongwei is thus a core connected person of the Company. Orient Group Incorporation and Huaxia Life Insurance Co., Ltd. entered into an acting in concert agreement on 29 June 2016. As at 31 March 2018, the total number of A Shares in the Company with voting rights which are exercisable by them was 2,333,604,914 Shares.
3. As at the Latest Practicable Date, Lu Zhiqiang is a non-executive Director of the Company. Lu Zhiqiang is thus a core connected person of the Company.
4. As at the Latest Practicable Date, Liu Yonghao is a non-executive Director of the Company. Liu Yonghao is thus a core connected person of the Company.
5. As at the Latest Practicable Date, Shi Yuzhu is a non-executive Director of the Company. Shi Yuzhu is thus a core connected person of the Company.
6. As at the Latest Practicable Date, Wang Jiazhi is an employee supervisor of the Company. Wang Jiazhi is thus a core connected person of the Company.

The Plan of Issuance of the A Share Convertible Bonds as approved by the 2016 annual general meeting, the second A share class meeting for 2017 and the second H share class meeting for 2017 is disclosed in Appendix II to this circular for Shareholders' reference.

This resolution has been considered and approved at the Board meeting held on 29 March 2018 and is hereby proposed to the AGM and H Share Class Meeting as a special resolution for consideration and approval. As of the Latest Practicable Date, Anbang Insurance Group Co., Ltd., Mr. Lu Zhiqiang and Mr. Shi Yuzhu and their respective associates, holding both A Shares and H Shares of the Company, will abstain from voting in the H Share Class Meeting on the Resolution regarding the Extension of the Validity Period of the Resolutions on the Public Issuance of A Share Convertible Corporate Bonds and the Authorization Period to the Board and its Authorized Persons to Exercise Full Power to Deal with Matters relating to the Issuance.

12. Resolution on Impacts on Dilution of Current Returns of the Public Issuance of A Share Convertible Corporate Bonds and the Remedial Measures

In accordance with the Several Opinions of the State Council on Further Promoting the Healthy Development of Capital Market (Guo Fa [2014] No. 17) (《國務院關於進一步促進資本市場健康發展的若干意見》(國發[2014]17號)), Opinions of the Office of State Council on Further Strengthening the Protection of Legal Interests of Small and Medium Investors in Capital Market (Guo Ban Fa [2013] No. 110) (《國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見》(國辦發[2013]110號)) and the Guidelines on Matters relating to Impacts of Dilution of Current Returns of Initial Offering and Re-financing and Major Asset Reorganization (CSRC Notice [2015] No. 31) (《關於首發及再融資、重大資產重組攤薄即期回報有關事項的指導意見》(證監會公告[2015]31號)), the Board shall form a proposal with an analysis on whether the current returns would be diluted by the financing of the Company, remedial measures to be adopted and relevant commitment and submit the resolution for review and approval at the Shareholders' meeting. The Company has conducted the analysis of the effects of the public issuance and listing of the Convertible Bonds on ordinary Shareholders' equity and current returns, and formulated relevant remedial measures in accordance with actual situation.

Details of the proposal in respect of Impacts on Dilution of Current Returns of the Public Issuance of A Share Convertible Corporate Bonds and the Remedial Measures of China Minsheng Banking Corp., Ltd. are set out in Appendix III to this circular.

This resolution has been considered and approved at the Board meeting held on 29 March 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

13. Report on Utilization of Proceeds from the Previous Issuance

Reference is made to the announcement of the Company dated 8 December 2016 in relation to the proposed Issuance of Preference Shares. In accordance with the Administrative Measures for the Issuance of Securities by Listed Companies (《上市公司證券發行管理辦法》) of the CSRC, the Company has prepared a report on utilization of proceeds from the Issuance of Preference Shares.

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Details of the Report on the Utilization of Proceeds from the Previous Issuance of China Minsheng Banking Corp., Ltd. are set out in Appendix IV to this circular.

This resolution has been considered and approved at the Board meeting held on 29 March 2018 and is hereby proposed to the AGM as a special resolution for consideration and approval.

14. Granting of General Mandate for the Issuance of Shares to the Board

In order to fulfill the capital requirement for sustainable business development of the Company by flexibly and effectively utilizing the financing platform of the place where the Company is listed, according to the actual situation of the securities market, the Company proposes to the AGM to grant the general mandate to the Board to allot, issue and/or deal with, separately or concurrently, newly issued Shares (including ordinary Shares and Preference Shares) not exceeding 20% of the respective number of issued A Shares and/or H Shares of the Company on the date of approval by the Shareholders' general meeting to grant the general mandate and enter into or grant offers, agreements, Share subscription rights or conversion rights (including warrants, convertible bonds and other securities which carry rights to subscribe for or convert into Shares) that are required or may be required for the allotment and issuance of the Shares. Details are as follows:

- (1) In accordance with the applicable laws and regulations of the PRC, Hong Kong Listing Rules (as amended from time to time) and the Articles of Association, the Board is hereby granted, during the Relevant Period (as hereafter defined), an unconditional general mandate to separately or concurrently allot, issue and/or deal with newly issued Shares (including ordinary and Preference Shares) of the Company, and to make or grant offers, agreements, options or conversion rights (including warrants, convertible bonds and other securities which carry rights to subscribe for or are convertible into Shares), which would or might require the allotment of Shares, subject to the conditions stated in A, B and C in this paragraph:
 - A. such mandate shall not extend beyond the Relevant Period save that the Board and/or the authorized persons of the Board may, during the Relevant Period, make or grant offers, agreements, Share subscription rights or conversion rights which would or might require the implementation or exercise of such powers upon or beyond the end of the Relevant Period;
 - B. the respective amounts of newly issued Shares (including ordinary Shares and Preference Shares) proposed to be allotted, issued and/or dealt with or agreed conditionally or unconditionally to be allotted, issued and/or dealt by the Board and/or the authorized persons of the Board and offers, agreements, Share subscription rights or conversion rights (including warrants, convertible bonds and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the allotment of Shares and are made or granted by the Board, shall not exceed 20% of the respective amounts of the A Shares and/or H Shares in issue of the Company as at the date of the passing of this resolution at the Shareholders' general meeting (among others the class and number of Offshore Preference Shares which are convertible into ordinary Shares to be issued shall be subject to those of ordinary Shares after conversion); and
 - C. the Board and/or the authorized persons of the Board shall only exercise the above authorization in accordance with the Company Law of the PRC and the Hong Kong Listing Rules (as amended from time to time) or any applicable laws, regulations and rules of any other competent governments or regulatory authorities, and only if all necessary approvals from the CSRC and/or other relevant PRC government authorities are obtained.

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- (2) for the purposes of this resolution, the “Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:
 - A. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - B. the expiration of the 12-month period following the passing of this resolution at the Shareholders’ general meeting; or
 - C. the revocation or variation of the authority given to the Directors under this resolution by a special resolution of the Company’s Shareholders by way of a Shareholders’ general meeting.
- (3) based on the actual conditions such as the method, class and number of Shares issued and the Company’s structure of Share capital after such issuance, the Board and/or the authorized persons of the Board shall be authorized to make, at the appropriate time, such amendments to the Articles of Association as appropriate and necessary to reflect the new structure of Share capital and the registered capital (if applicable) of the Company, and to make any other action and complete any formality required (including but not limited to obtaining the approvals from the relevant regulatory authorities and the handling of any registration and filing procedures) to give effect to the issuance of Shares pursuant to this resolution.
- (4) for the purpose of enhancing efficiency of the decision making process, the Board may delegate such authorization to relevant parties to take charge of all matters related to the issue of Shares.

This resolution has been considered and approved at the Board meeting held on 29 March 2018 and is hereby proposed to the AGM as a special resolution for consideration and approval.

15. Appointment of Mr. Tian Suning as independent non-executive Director

Reference is made to the announcement of the Company dated 4 April 2018 in relation to, among others, the nomination of independent non-executive Director.

The term of office of Mr. Cheng Hoi-chuen as an independent non-executive Director of the Company, since 15 June 2012, will expire on 15 June 2018. Mr. Tian Suning has been nominated as the candidate for independent non-executive Director (the “**Proposed INED**”) of the seventh session of the Board in the Meeting.

The biographical details of Mr. Tian Suning as required to be disclosed by Rule 13.51(2) of the Hong Kong Listing Rules are as follows:

Mr. Tian Suning, aged 55, holds a Doctor’s Degree. Mr. Tian Suning has been the chairman of China Broadband Capital Partners, L.P. since May 2006 and the chairman of AsiaInfo, Inc. since January 2014. He was an independent non-executive director of Shanghai Pudong Development Bank Co., Ltd. (a company listed on the SSE, stock code: 600000) from April 2016 to March 2018. Mr. Tian Suning has been an independent non-executive director of Lenovo Group Limited (a company listed on the Hong Kong Stock Exchange, stock code: 00992) since August 2007. Mr. Tian Suning was the vice chairman, executive director and chief executive officer of China Netcom Group Corporation (Hong Kong) Limited from April 2005 to April 2006, president and chief executive officer of China Network Communication Co., Ltd. from August 1999 to April 2005, founder and chief executive officer of AsiaInfo, Inc. from December 1993 to

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August 1999. Mr. Tian Suning also served as a non-independent director of Taikang Life Insurance Inc. from July 2008 to July 2016, an independent director of MasterCard Incorporated (a company listed on the New York Stock Exchange, stock code: MA) from March 2006 to June 2016, and a non-executive director of China Jiu hao Health Industry Corporation Limited (currently known as Huayi Tencent Entertainment Company Limited, a company listed on the Hong Kong Stock Exchange, stock code: 00419) from January 2008 to February 2016. Mr. Tian Suning received his Bachelor's Degree in Ecology from Liaoning University in 1985, Master's Degree in Ecology from the Graduate University of Chinese Academy of Sciences in 1987, and Doctor's Degree in Resources Management from Texas Tech University of USA in 1993. Mr. Tian Suning was awarded "Outstanding Youth of the Year (求是傑出青年成果轉化獎)" by China Association for Science and Technology in July 2003 and "Outstanding Returned Scholar Award (全國留學回國人員優秀個人獎)" by the Ministry of Education of the People's Republic of China in August 2003.

Subject to adjustments pursuant to the requirements of relevant applicable laws and regulations, the term of office of the Proposed INED shall be the same as that of the current session of the Board. Remuneration of the Proposed INED shall be determined in accordance with the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd. The Proposed INED has confirmed that he has fulfilled the independent factors as stipulated in Rule 3.13 of the Hong Kong Listing Rules. The Company considered that the Proposed INED is independent according to the guidelines on independence under the Listing Rules.

The Proposed INED does not have any other relationship with any of the directors, supervisors, senior management, substantial Shareholder or controlling Shareholder of the Company, and does not have any interests in the Shares as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this circular, there is no other information in relation to the Proposed INED which is subject to disclosure pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, and he is not involved and has not been involved in any activity subject to disclosure pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules. Save as disclosed in this circular, the Proposed INED did not hold any directorship in any other listed companies in the last three years, and did not hold other positions in the Company or its subsidiaries. There is no other matter that shall be brought to the attention of the Shareholders of the Company.

This resolution has been considered and approved at the Board meeting held on 4 April 2018 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval. The appointment of Mr. Tian Suning as independent non-executive Director of the Company will be subject to the review and approval by the SSE. The qualification of Mr. Tian Suning to serve as independent non-executive Director of the Company will be subject to approval by the regulatory authorities.

16. Amendments to the Articles of Association

Please refer to the announcement of the Company dated 27 April 2018 regarding the proposed amendments to the Articles of Association.

The CBRC has issued a series of policies and regulations including the Guidelines for Corporate Governance of Commercial Banks (《商業銀行公司治理指引》) and the Interim Measures for Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》). Taking the actual needs of the Company into consideration, the Company proposed to amend certain provisions under the Articles of Association (the "Proposed Amendments").

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For details of the Proposed Amendments, please refer to the comparison table set out in Appendix V to this circular.

This resolution has been considered and approved at the Board meeting held on 27 April 2018 and is hereby proposed to the AGM as a special resolution for consideration and approval. The existing Articles of Association will remain effective until the Proposed Amendments take effect.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 22 May 2018 to Thursday, 21 June 2018 (both days inclusive), during which period no transfer of Shares will be effected. For unregistered H Shareholders who intend to attend the AGM, all Share certificates and the relevant transfer documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 21 May 2018. H Shareholders whose names appear on the register of members of the Company on Tuesday, 22 May 2018 will be entitled to attend and vote at the AGM.

The register of members of the Company will be closed from Wednesday, 27 June 2018 to Monday, 2 July 2018 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered H Shareholders who wish to be eligible to receive the Dividend and the Capitalisation H Shares, all Share certificates and the transfer documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 26 June 2018. H Shareholders whose names appear on the register of members of the Company on Monday, 2 July 2018 will be entitled to receive the Dividend and the Capitalisation H Shares (subject to the approval by Shareholders at the AGM).

VOTING BY POLL AT AGM AND THE CLASS MEETINGS

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all votes of the Shareholders at the AGM and the Class Meetings of the Company must be taken by poll. As such, the chairman of the meeting will require a poll for all resolutions proposed at the AGM and the Class Meetings.

On a poll, every Shareholder present in person or by proxy or, being a corporation, by its duly authorized representative shall have one vote for each Share registered in his/her/its name in the register of members. Shareholders entitled to more than one vote need not cast all their votes or cast all their voting rights in the same way in accordance with Article 127 of the Articles of Association.

RECOMMENDATION

The Board considers that all the resolutions mentioned above are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM and the Class Meetings.

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

**Administrative Measures of Connected Transactions of
China Minsheng Banking Corp., Ltd.**

Comparison Table of Amendments to Major Rules

Chapter	Original Rule	Amended Rule	Reason for amendment
CHAPTER 1 GENERAL RULES	Rule 1 In order to strengthen the administration on related transactions of the Bank, control the risks of related transactions and ensure that the related transactions of the Bank will not prejudice the legal interests of all Shareholders of the Bank, especially minority Shareholders, these administrative measures have been formulated in accordance with the Commercial Banking Law, the Administrative Measures for Related Transactions between Commercial Banks and their Insiders or Shareholders, Shanghai Stock Exchange Listing Rules (“SSE Listing Rules”), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange Listing Rules”) and Articles of Association of China Minsheng Banking Corp., Ltd..	Rule 1 In order to strengthen the administration on related transactions of China Minsheng Banking Corp., Ltd. (the “Bank”) , control the risks of related transactions and ensure that the related transactions of the Bank will not prejudice the legal interests of all Shareholders of the Bank, especially minority Shareholders, these administrative measures have been formulated in accordance with the Company Law of the PRC , the Commercial Banking Law of the PRC , the Administrative Measures for Related Transactions between Commercial Banks and their Insiders or Shareholders and the Interim Measures for Equity Management of Commercial Banks promulgated by the former China Banking Regulatory Commission (the “former CBRC”), the Administrative Measures on the Information Disclosure of Listed Companies and the Rules for the Preparation and Reporting of Information by Companies that Issued Securities to the Public No. 26 — Special Requirements on Information Disclosure for Commercial Banks promulgated by the China Securities Regulatory Committee (the “CSRC”),	To complete and supplement the basis of these Measures

**COMPARISON TABLE OF AMENDMENTS TO
THE ADMINISTRATIVE MEASURES OF CONNECTED
TRANSACTIONS OF CHINA MINSHENG BANKING CORP., LTD.**

Chapter	Original Rule	Amended Rule	Reason for amendment
		Listing Rules and the Implementation Guidelines of Related Party Transactions of Listed Companies of the Shanghai Stock Exchange (the “SSE”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Accounting Standards for Business Enterprises, the International Financial Reporting Standards and other laws, regulations and rules, the requirements and accounting policies of the securities regulatory authority and the stock exchange of where the Bank is listed and the Articles of Association of China Minsheng Banking Corp., Ltd. (the “AoA”).	
	Rule 2 Related party transactions of the Bank shall comply with laws, administrative regulations, national uniform accounting system and relevant regulatory provisions of banking industry.	Rule 2 Related party transactions of the Bank shall comply with laws, administrative regulations, the regulatory provisions of the relevant supervisory authorities and stock exchanges , national uniform accounting system and the international accounting standards and the AoA.	To add the necessary regulatory provisions

**COMPARISON TABLE OF AMENDMENTS TO
THE ADMINISTRATIVE MEASURES OF CONNECTED
TRANSACTIONS OF CHINA MINSHENG BANKING CORP., LTD.**

Chapter	Original Rule	Amended Rule	Reason for amendment
	Rule 3 The Bank shall be consistent and persist with the following principles when confirming and entering into any related party transactions with related parties: (I) Principle of honesty and credibility; (II) Principle of open, justness and fairness. Related party transactions shall be carried out on terms that are not more favourable than those offered to independent third parties in similar transactions; (III) Principle of Avoidance of the involvement of related party parties; and (IV) In the event of any inconsistency between laws of Mainland China and those of Hong Kong, the more severe provisions shall prevail.	Rule 3 The Bank shall be consistent and persist with the following principles when confirming and entering into any related party transactions with related parties: (I) Principle of honesty and credibility; (II) Commercial principle or principle of general business terms. Terms of any transaction offered to related parties shall not be more favourable than those offered to non-related parties in similar transactions to prevent transfer of risks and benefits; (III) Principle of Avoidance of the involvement of related parties; and (IV) Specific management shall be adopted for different types of related party transactions based on different regulations, related parties and business nature.	Item (II) was amended according to Rule 34 of the Interim Measures for Equity Management of Commercial Banks issued by the CBRC; For item (IV), the principle of strict management of related parties was changed to multi-dimensional management according to the requirements of different regulations.

**COMPARISON TABLE OF AMENDMENTS TO
THE ADMINISTRATIVE MEASURES OF CONNECTED
TRANSACTIONS OF CHINA MINSHENG BANKING CORP., LTD.**

Chapter	Original Rule	Amended Rule	Reason for amendment
CHAPTER 2 RELATED PARTIES	Rule 5 Related natural persons of the Bank shall include: (I) Insiders of the Bank, including Directors, former Directors within previous 12 months, Supervisors and senior management and other officers of the Bank who have the right to decide or participate in the grant of credit and asset transfer of the Bank; (II) Natural person Shareholders who hold or control 3% or more of Shares or voting rights of the Bank; (III) Close relatives of insiders and substantial natural person Shareholders of the Bank; The term “close relatives” referred to herein includes parents, step parents, spouse, domestic partner, minor children, siblings and their spouses, step siblings, step children, adult children and their spouses and their spouses’ parents, spouses’ parents, siblings and their spouses, and parents’ siblings and their spouses, and adult children of parents’ siblings and their spouses, grandparents, grand children, cousins and their children. The Shares or voting rights held or controlled by close relatives of a natural person Shareholder shall be calculated together with the Shares or voting rights held or controlled by such Shareholder. (IV) Other natural persons who may have significant influence on the Bank.	Rule 5 Related natural persons, related legal persons and other entities are those related parties of the Bank as defined under the Administrative Measures for Related Party Transactions between Commercial Banks and their Insiders or Shareholders, the Administrative Measures on the Information Disclosure of Listed Companies, the Listing Rules of SSE and the Implementation Guidelines of Related Party Transactions of Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange, the Accounting Standards for Business Enterprises and the International Financial Reporting Standards (for details, please see Appendix I).	To delete the presentation in point form, and to perform multi-dimensional management according to different regulations

Chapter	Original Rule	Amended Rule	Reason for amendment
	Rule 6 The Bank's related legal persons or other entities shall include: (I) Non natural person Shareholders who directly, indirectly or jointly hold or control 3% or more of Shares or voting rights of the Bank; (II) Legal persons or other entities under direct or indirect common control of an entity with the Bank; (III) Legal persons or other entities over which are directly or indirectly or jointly controlled by, or which significant influence may be exerted by, the Bank's insiders and substantial natural person Shareholders and their close relatives; (IV) Legal persons or other entities that may directly, indirectly or jointly control or exert significant influence over the Bank; and (V) Non wholly owned subsidiaries of the Bank and their subsidiaries. The term "control" referred to herein means the right to make decisions relating to the human resources, financial and operational affairs of the Bank, its related legal persons and other entities, and based on which to obtain interests from their business operations.	Deleted	To delete the presentation in point form, and to perform multi-dimensional management according to different regulations

**COMPARISON TABLE OF AMENDMENTS TO
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Chapter	Original Rule	Amended Rule	Reason for amendment
	The term “joint control” referred to herein means the joint control over a particular economic activity in accordance with the provisions of the contract or by way of acting in concert with others. The term “significant influence” referred to herein means the failure to make decisions relating to the human resources, financial or operational affairs of the Bank, its related legal persons or other entities, but having the ability to participate in the decision-making through designated representatives or otherwise.		
	Rule 8 If any natural persons, legal persons or other entities have an influence over the Bank, and the transactions specified in Rule 9 hereof entered into between them and the Bank do not conform to commercial principles so that they can thereby obtain interests from the transactions in an unfair way resulting in causing losses to the Bank, the Bank shall consider them as related parties based on the principle of “substance over form”.	Rule 7 The Bank shall identify a related party based on the principle of “substance over form”.	To modify the wording and widen the scope with “substance over form”
	Rule 9 Related parties of the Bank shall include natural persons, legal persons or other entities defined in the provisions of Hong Kong Stock Exchange Listing Rules or recognized by Hong Kong Stock Exchange.	Deleted and combined with Rule 7	

**COMPARISON TABLE OF AMENDMENTS TO
THE ADMINISTRATIVE MEASURES OF CONNECTED
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Chapter	Original Rule	Amended Rule	Reason for amendment
Chapter 3 RELATED PARTY TRANSACTIONS	Rule 10 Related Party transactions of the Bank shall refer to the following transfer of resources or obligations between the Bank and related parties: (I) Grant of credit; (II) Transfer of assets; (III) Provision of services; and (IV) Other related party transactions specified by China Banking Regulatory Commission, SSE Listing Rules, Hong Kong Stock Exchange Listing Rules and other laws, regulations and regulatory authorities.	Rule 8 Related party transactions of the Bank shall refer to the following transfer of resources or obligations between the Bank and its subsidiaries and related parties: (I) Grant of credit; (II) Transfer of assets; (III) Provision of services; and (IV) Other related party transactions specified by laws, administrative regulations, regulatory requirements of relevant regulatory authorities and stock exchanges, uniform accounting policy of the PRC and the international accounting standards, and other related party transactions specified in the AoA of the Bank (for details, please see Appendix II).	Modification of wording

**COMPARISON TABLE OF AMENDMENTS TO
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Chapter	Original Rule	Amended Rule	Reason for amendment
	Rule 11 The term “grant of credit” means that the Bank provides direct financial support to its customers, or provide security with respect to potential damages and payment obligations incurred by the customers in the relevant economic activities, including loans, loan commitments, acceptance, discounts, securities repurchase, trade financing, factoring, letters of credit, letter of guarantee, overdrafts, lending, guarantees and other in-balance sheet and off-balance sheet activities.	Rule 9 The term “grant of credit” means that the Bank provides direct financial support to its customers, or provide security with respect to potential damages and payment obligations incurred by the customers in the relevant economic activities, including loans (including trade financing), notes acceptance and discounts, overdrafts, securities investment, investment in special purpose vehicles , issue of letters of credit, factoring, letter of guarantee, guarantees, loan commitments, and other businesses with the credit risk to be assumed by the Bank or the wealth management products issued by the Bank.	To add the relevant content according to Rule 33 of the Interim Measures on Equity Management of Commercial Banks
	Rule 13 The term “provision of services” means providing the Bank with services of credit evaluation, asset evaluation, auditing, legal, etc.	Rule 11 The term “provision of services” means providing the Bank with services of credit evaluation, asset evaluation, auditing, legal, technical support and infrastructure, commissions or agency sales and other transactions.	To add the relevant content according to Rule 34 of the Interim Measures on Equity Management of Commercial Banks

**COMPARISON TABLE OF AMENDMENTS TO
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TRANSACTIONS OF CHINA MINSHENG BANKING CORP., LTD.**

Chapter	Original Rule	Amended Rule	Reason for amendment
	Rule 14 The Bank's related party transactions shall be divided into general related party transactions, material related party transactions and significant related party transactions according to the current net equity or net assets (the stricter one shall prevail) and operation condition of the Bank. A general related party transaction means any single transaction entered into between the Bank and a related party with an amount no more than 1% of the Bank's net equity or net assets, and upon completion of which the balance of the transaction between the Bank and such related party is no more than 5% of the Bank's net equity or net assets. A material related party transaction refers to any single transaction entered into between the Bank and a related party with an amount no less than 1% of the Bank's net equity or net assets; or the balance of the transaction between the Bank and the related party after the completion of the transaction is no less than 5% of the Bank's net equity or net assets.	Rule 12 Related party transactions entered into with related parties (as defined by the former CBRC) shall be divided into general related party transactions and material related party transactions. A general related party transaction means any single transaction entered into between the Bank and a related party (as defined by the CBRC) with an amount no more than 1% of the Bank's net equity, and upon completion of which the balance of the transaction between the Bank and such related party is no more than 5% of the Bank's net equity. A material related party transaction refers to any single transaction entered into between the Bank and a related party (as defined by the former CBRC) with an amount more than 1% of the Bank's net equity, or the balance of the transaction between the Bank and the related party (as defined by the former CBRC) after the completion of the transaction is more than 5% of the Bank's net equity.	To classify related party transactions according to different regulations

**COMPARISON TABLE OF AMENDMENTS TO
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Chapter	Original Rule	Amended Rule	Reason for amendment
	A significant related party transaction refers to any single transaction entered into between the Bank and a related party with an amount no less than 5% of the Bank's net equity or net assets; or the balance of the transaction between the Bank and the related party after the completion of the transaction is no less than 10% of the Bank's net equity or net assets. When calculating the Bank's transaction balance with a related natural person, transactions between the Bank and close relatives of such related natural person shall be aggregated. When calculating the Bank's transaction balance with a related legal person or other entity, transactions between the Bank and any legal persons or other entities that constitute group of customers of the Bank shall be aggregated.	When calculating the Bank's transaction balance with a related natural person (as defined by the former CBRC), transactions between the Bank and close relatives of such related natural person shall be aggregated. When calculating the Bank's transaction balance with a related legal person or other entity (as defined by the former CBRC), transactions between the Bank and any legal persons or other entities that constitute group of customers of the Bank shall be aggregated.	

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Chapter	Original Rule	Amended Rule	Reason for amendment
		To add: Rule 13 Related party transactions entered into with related parties (as defined by the domestic securities regulatory authorities (including CSRC and SSE, the same below)) shall be classified as related party transactions subject to timely disclosure, related party transactions subject to the approval of the Board of Directors and timely disclosure, related party transactions subject to the approval of the Shareholders' general meeting and timely disclosure and other types of related party transactions. A related party transaction subject to timely disclosure refers to a related party transaction entered into between the Bank and a related natural person (as defined by the domestic securities regulatory authorities) with an amount of RMB300,000 or above, or a related party transaction entered into between the Bank and a related legal person (as defined by domestic securities regulatory authorities) with an amount of RMB3 million or above and representing 0.5% or more of the absolute value of the latest audited net assets of the Bank.	To classify related party transactions according to different regulations

Chapter	Original Rule	Amended Rule	Reason for amendment
		A related party transaction subject to the approval of the Board of Directors and timely disclosure refers to a related party transaction entered into between the Bank and a related party (as defined by the domestic securities regulatory authorities) with an amount of RMB30 million or above and representing 1% or more of the latest audited net assets of the Bank. A related party transaction subject to the approval of the Shareholders' general meeting and timely disclosure refers to a related party transaction entered into between the Bank and a related party (as defined by the domestic securities regulatory authorities) with an amount of RMB30 million or above and representing 5% or more of the absolute value of the latest audited net assets of the Bank.	

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TRANSACTIONS OF CHINA MINSHENG BANKING CORP., LTD.**

Chapter	Original Rule	Amended Rule	Reason for amendment
	Rule 15 According to the Hong Kong Stock Exchange Listing Rules, related party transactions of the Bank shall include any transaction between the Bank and a related party (including one-off related party transactions and continuing related party transactions), or under certain special circumstances, transactions with non related parties relating to acquisition or disposal of the Bank's equities, or any transaction regarding financial supports, options and joint ventures with related parties. According to the mandatory reporting, announcement and approval requirements, related party transactions of the Bank shall be divided into wholly-exempted related party transactions, partially-exempted related party transactions and non exempted related party transactions. Wholly-exempted related party transactions shall refer to transactions which are exempt from all reporting, announcement and approval requirements, including the following transactions under the requirements of the Hong Kong Stock Exchange Listing Rules: (I) Inter-group transactions;	Rule 14 Related party transactions entered into with related parties (as defined under the Rules Governing the Listing of Securities of the Stock Exchange) are divided into related party transactions wholly-exempted from approval from Shareholders, annual review and all disclosure requirements (such as issuing announcements), related party transactions subject to annual review and all disclosure requirements (such as issuing announcements), and related party transactions subject to approval from Shareholders, annual review and all disclosure requirements (such as issuing announcements). The exemptions applicable to related party transactions (as defined under the Rules Governing the Listing of Securities of the Stock Exchange) shall be based on the testing results of the highest percentage ratios according to the five testing benchmarks specified by the Stock Exchange (including the assets ratio, revenue ratio, consideration ratio and equity capital ratio, if applicable, except for profits ratio). When	To further specify the categories of related party transactions of the Stock Exchange

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TRANSACTIONS OF CHINA MINSHENG BANKING CORP., LTD.**

Chapter	Original Rule	Amended Rule	Reason for amendment
	(II) Transactions which constitute de minimis transactions; (III) Issuance of new securities; (IV) Transactions with any stock exchanges; (V) Repurchase of its own securities; (VI) Directors' service contracts; (VII) Provision of consumer goods or consumer services; (VIII) Sharing of administrative services; (IX) Transactions with related parties of its subsidiaries under specific conditions; and (X) Transactions with associates of a passive investor. In addition, financial assistance provided in the ordinary course of business and on normal commercial terms for the benefits of related parties, including granting credit, lending money, providing security or guarantee for a loan or underwriting securities, shall be also included.	calculating the assets ratio, revenue ratio, consideration ratio and equity capital ratio, continuing related party transactions under the same category/framework should be calculated aggregately for a single accounting year. Related party transactions entered into with a related party (as defined under the Rules Governing the Listing of Securities of the Stock Exchange) on normal commercial or more favourable terms and satisfying one of the following conditions shall be granted full exemption (not applicable to the issue of new securities by the Bank): (1) the assets ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) are under 0.1%; (2) where the counterparty is only a related party of the subsidiary, the assets ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) are under 1%; (3) the assets ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) are under 5% and the total consideration is less than HK\$3 million.	

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Chapter	Original Rule	Amended Rule	Reason for amendment
	Partially-exempted related party transactions shall refer to related party transactions which are exempt from relevant independent Shareholders' approval requirements, but are subject to relevant reporting and announcement requirements. Related party transactions entered into on normal commercial terms and satisfying the following conditions shall constitute partially-exempted related party transactions (not applicable to the issue of new securities by the Bank to a related party): (I) Each percentage ratio of five testing benchmarks specified by Hong Kong Stock Exchange (except for profits ratio) is less than 5%; or (II) Each percentage ratio of five testing benchmarks specified by Hong Kong Stock Exchange (except for profits ratio) equals to or exceeds 5% but is less than 25%, and the consideration is less than HK\$10 million. The five testing benchmark ratios are: assets ratio (the total assets which are the subject of the transaction divided by the total assets of the listed issuer), profits ratio	For related party transactions entered into on terms other than normal commercial or more favourable terms, if the assets ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) are under 0.1%, or the counterparty is only a related party of a subsidiary and the assets ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) are under 1%, or the assets ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) are under 5%, and the total sum of financial assistance and the monetary interests earned by the related party or jointly owned entity is less than HK\$ 3 million, full exemption shall be granted. Financial assistance provided by the Bank or its subsidiary engaging in banking business to a related party (as defined under the Rules Governing the Listing of Securities of the Stock Exchange) or a jointly owned entity during the course of daily operation on normal commercial or more favourable terms shall be granted full exemption.	

**COMPARISON TABLE OF AMENDMENTS TO
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Chapter	Original Rule	Amended Rule	Reason for amendment
	(the profits attributable to the assets which are the subject of the transaction divided by the profits of the listed issuer), revenue ratio (the revenue attributable to the assets which are the subject of the transaction divided by the revenue of the listed issuer), consideration ratio (the consideration divided by the total market capitalisation of the listed issuer, whereas the total market capitalisation refers to the average closing price of the listed issuer's securities as stated in the Hong Kong Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the transaction multiplied by the total share capital of A Shares and H Shares of the Bank), and equity capital ratio (the nominal value of the listed issuer's share capital issued as consideration divided by the nominal value of the listed issuer's issued share capital immediately before the transaction). Non exempted related party transactions shall refer to related party transactions that are not or have exceeded related party transactions as defined in wholly-exempted related party transactions or partially-exempted related party transactions, and are subject to the reporting, announcement and independent Shareholders' approval requirements.	If the Bank or its subsidiary provides financial assistance to a related party (as defined under the Rules Governing the Listing of Securities of the Stock Exchange) or a jointly owned entity based on normal commercial or more favourable terms and in proportion to the equity capital ratio directly held by the Bank or its subsidiary in the related party or jointly owned entity (where the Bank or its subsidiary provides guarantee in favour of the related party or jointly owned entity, such guarantee shall be provided on an individual basis (not on joint and individual basis)), full exemption shall be granted. If the Bank or its subsidiary receives financial assistance from a related party (as defined under the Rules Governing the Listing of Securities of the Stock Exchange) or a jointly owned entity on normal commercial or more favourable terms and which is not secured by the assets of the Bank or the subsidiary, full exemption shall be granted. A related party transaction entered into with a related party (as defined under the Rules Governing the Listing of Securities of the Stock Exchange) on normal commercial or more favourable terms and	

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Chapter	Original Rule	Amended Rule	Reason for amendment
		satisfying one of the following conditions shall be exempted from the requirement of approval from Shareholders (not applicable to the issue of new securities by the Bank): (1) the assets ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) are under 5% ; (2) the assets ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) are under 25% and the total consideration is less than HK\$10 million; (3) the counterparty is only a related party of the subsidiary, and such transaction has been approved by the Board, and the independent non-executive directors have confirmed that the transactions terms are fair and reasonable, and the transaction is based on normal commercial or more favourable terms and is in the interests of the Bank and its Shareholders as a whole.	

Chapter	Original Rule	Amended Rule	Reason for amendment
		For related party transactions entered into on terms other than normal commercial or more favourable terms, if the assets ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) are under 5%, or the assets ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) are under 25% and the total sum of the financial assistance and any monetary interests earned by the related party or jointly owned entity is less than HK\$ 10 million, the transaction shall be exempted from the requirement of approval from Shareholders. Rule 15 Related party transactions of the Bank include one-off/non-recurring related party transactions and continuing/daily related party transactions. Continuing/daily related party transactions refer to transactions which are expected to continue or frequently take place in a period of time.	

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Chapter	Original Rule	Amended Rule	Reason for amendment
		To add: Rule 16 Related party transactions entered into with related parties (as defined under the Accounting Standards for Business Enterprises and International Financial Reporting Standards) are related party transactions subject to disclosure in financial report.	To add a category of related transactions according to the Accounting Standards for Business Enterprises
CHAPTER 4 ORGANIZATIONAL AND MANAGEMENT STRUCTURE	Rule 17 Major duties of the Related Party Transaction Supervision Committee shall be as follows: (I) to manage related party transactions of the Bank and to formulate corresponding administrative system in accordance with the laws and regulations; (II) to identify related parties of the Bank and to report to the Board of Directors and the Supervisory Board in accordance with the laws and regulations; (III) to define related party transactions of the Bank in accordance with the laws, regulations and the Articles of Associations; (IV) to review related party transactions of the Bank based on the commercial principle of justness and fairness in accordance with the laws and regulations;	Rule 18 Major duties of the Related Party Transaction Supervision Committee of the Board shall be as follows: (I) to manage related party transactions and formulate corresponding management system for related party transactions, which shall be implemented upon approval by the Shareholders' general meeting or the Board of Directors, in accordance with laws, administrative regulations, regulatory requirements of relevant regulatory authorities and stock exchanges, national uniform accounting system and international accounting standards, and the AoA of the Bank;	To be consistent with the Terms of Reference of Related Party Transaction Supervision Committee of the Board of Directors of China Minsheng Banking Corp., Ltd. and to modify the rule

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	Material related party transactions of the Bank shall be submitted for the approval of Board after being reviewed and approved by the Related Party Transaction Supervision Committee, and if the amount exceeds the authorisation to Board in the Shareholders' general meeting or falls within the scope of significant related party transactions, it shall also be subject to the approval of Shareholders' general meeting; (V) to examine the disclosure of any related party transactions of the Bank; and (VI) to perform other duties required by the laws, regulations and listing rules where the Shares are listed.	(II) to review and identify related parties, report to the Board of Directors and the Supervisory Board, and timely announce to the management of the Company in accordance with laws, administrative regulations, regulatory requirements of relevant regulatory authorities and stock exchanges, national uniform accounting system and international accounting standards, and the AoA of the Bank; (III) to define the types of related party transactions and determine corresponding approval procedures and standards in accordance with laws, administrative regulations, regulatory requirements of relevant regulatory authorities and stock exchanges, national uniform accounting system and international accounting standards, and the AoA of the Bank; (IV) to review and approve related party transactions which shall be approved by the committee in accordance with the review procedures and standards;	

Chapter	Original Rule	Amended Rule	Reason for amendment
		(V) to review and approve related party transactions which shall be disclosed and approved by the Board of Directors or the Shareholders' general meeting in accordance with the review and approval procedures and standards; (VI) to examine the information disclosure of related party transactions; (VII) to perform other duties required by laws and administrative regulations of the listing place, regulatory requirements of relevant regulatory authorities and stock exchanges, national uniform accounting system and international accounting standards, and the AoA of the Bank.	

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Chapter	Original Rule	Amended Rule	Reason for amendment
	Rule 18 The Board of Directors Office of the Bank shall be responsible for the daily affairs of the Related Party Transaction Supervision Committee as well as the establishment and maintenance of the database of related parties of the Bank.	Rule 19 The Board of Directors Office of the Bank shall be responsible for the daily affairs of the Related Party Transaction Supervision Committee. Its duties are as follows: (I) to establish and maintain the database of related parties of the Bank, and circulate to the internal control and compliance department of the Head Office; (II) to organise the meetings of the Related Party Transaction Supervision Committee of the Board of Directors, including preparation and distribution of meeting notices and documents, arrangement for meetings, and compilation and dispatch of minutes of meetings; (III) for related party transactions subject to the approval of the Board of Directors, to submit the meeting documents relating to the related party transactions to the Board of Directors for consideration upon review and approval by the Related Party Transaction Supervision Committee of the Board of Directors;	To add the duties of the Board of Directors Office in details

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		(IV) for related party transactions subject to the approval of the Shareholders' general meeting, to submit meeting documents relating to the related party transactions to the Shareholders' general meeting for consideration upon review and approval by the Board of Directors; (V) to report information about material related party transactions to the Supervisory Board of the Bank; (VI) to be responsible for the information disclosure of related party transactions of the Bank. In particular, the information about related party transactions to be disclosed in regular reports shall be provided by relevant departments under the organization of the internal control and compliance department of the Head Office; (VII) to organize the preparation of the annual report on related party transactions and submit the same to the Related Party Transaction Supervision Committee and the Board of Directors for approval, and then consolidate corresponding meeting documents and report to the Shareholders' general meeting;	

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		(VIII) to perform other tasks assigned and arranged by the Related Party Transaction Supervision Committee of the Board of Directors, the Board of Directors and the Shareholders' general meeting.	
		To add: Rule 20 The internal control and compliance department of the Bank is the department in charge of the daily management of related party transactions of the Bank. It shall be responsible for the daily management of related party transactions and its duties are as follows: (I) to formulate the Implementation Rules for the Administrative Measures of Related Party Transactions to regulate the management procedures and operational rules of related party transactions and to define the duties of the related party transaction management department, which shall be submitted to the Related Party Transaction Supervision Committee of the Board of Directors for filing; (II) to establish and maintain the technology system for the management of related parties of the Bank;	To add the internal control and compliance department as the department in charge of the management of related parties transaction of the Bank and its duties

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		(III) to circulate the list of related parties of the Bank to departments of the Bank and subsidiaries responsible for the management or approval of related party transactions when necessary; (IV) to identify related party transactions and review the compliance of related party transactions; (V) to handle the filing of related party transactions, and for related party transactions which are not subject to approval or review by the Related Party Transaction Supervision Committee of the Board of Directors, the Board of Directors or the Shareholders' general meeting, to complete the filing procedures with the internal control and compliance department before implementation; (VI) to report the filing and implementation of related party transactions to the Related Party Transaction Supervision Committee of the Board of Directors through the Board of Directors Office quarterly;	

Chapter	Original Rule	Amended Rule	Reason for amendment
		(VII) to complete the approval procedures of the Bank for resolutions which shall be approved or reviewed by the Related Party Transaction Supervision Committee of the Board of Directors, the Board of Directors or the Shareholders' general meeting, and then submit such resolutions to the Board of Directors Office for consideration, and consolidate corresponding meeting documents for submission to the Related Party Transaction Supervision Committee of the Board of Directors, the Board of Directors or the Shareholders' general meeting for consideration; (VIII) to report material related party transactions to regulatory authorities within ten working days upon consideration and approval by the Related Party Transaction Supervision Committee of the Board of Directors, the Board of Directors or the Shareholders' general meeting (if required); (IX) to organise the statistical data of related party transactions, and submit the data of related transactions to the regulatory authorities according to the regulatory requirements;	

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Chapter	Original Rule	Amended Rule	Reason for amendment
		(X) to provide regular reports of the Bank and the information of related transactions contained in the annual report on related party transactions to the Board of Directors Office; and (XI) to handle other works related to the daily management of related party transactions.	
		To add: Rule 21 The relevant departments and organisations responsible for the management of related party transactions shall perform the specific management duties of related party transactions according to the scope of responsibilities.	The duties of management departments shall be specified in the Implementation Rules of Administrative Measures of Related Party Transactions under the guiding of the management department in charge of related party transactions
	Rule 19 Risk Management Department is the executive department for the control and management of related party transactions, being responsible for collecting, monitoring, reporting and filing of the data for related party transactions.	Deleted	The duties of management departments shall be specified in the Implementation Rules on Administrative Measures of the Related Party Transactions under the guiding of the management department in charge of related party transactions

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Chapter	Original Rule	Amended Rule	Reason for amendment
	Rule 20 Credit Assessment Department and Retail Banking Department shall be responsible for the assessment of the feasibility and risk of credit granting transactions on normal commercial principles and to report the related party transactions which exceed relevant caps for the approval of the Related Party Transaction Supervision Committee.	Deleted	The duties of management departments shall be specified in the Implementation Rules on Administrative Measures of the Related Party Transactions under the guiding of the management department in charge of related party transactions
	Rule 21 Each business management department of the headquarter shall be responsible for the centralized management of related party transactions of its own department, so as to ensure the related party transactions of its own department are complied with the regulatory provisions and normal commercial principles.	Deleted	The duties of management departments shall be specified in the Implementation Rules on Administrative Measures of the Related Party Transactions under the guiding of the management department in charge of related party transactions
	Rule 22 Audit Department shall be responsible for the compliance inspections for related party transactions of the Bank.	Rule 22 Audit Department of the Bank shall be responsible for the audit and inspections for related party transactions of the Bank.	Wording shall be modified as the Audit Department has become a department under the Board of Directors

Chapter	Original Rule	Amended Rule	Reason for amendment
CHAPTER 5 CONFIRMATION AND MANAGEMENT OF INFORMATION ABOUT RELATED PARTIES	Rule 26 The Board of Directors Office shall be responsible for collecting and managing the information about related parties of the Bank. The Board of Directors Office shall set up a database of information about related parties of the Bank based on the information about related parties as confirmed by Related Party Transaction Supervision Committee, and shall notify the management of the Bank in a timely manner.	Rule 26 The Board of Directors Office shall be responsible for collecting and managing the information about related parties of the Bank. The Board of Directors Office shall set up a database of information about related parties of the Bank based on the information about related parties as confirmed by Related Party Transaction Supervision Committee under the Board, and shall notify the management of the Bank in a timely manner.	Modification of wording

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CHAPTER 6 INFORMATION PROVISION AND UNDERTAKINGS OF RELATED PARTIES	Rule 29 Directors, Supervisors and senior management of the Bank shall furnish a report relating to their close relatives and such related legal persons or other entities as stipulated in Rule 6(3) hereof to the Related Party Transaction Supervision Committee within ten working days after they begin to hold their posts (and in case of natural person Shareholders, they shall do the same within ten working days after they become the substantial natural person Shareholders of the Bank). In case of any changes to the reported matters, such changes shall be reported within ten working days after the changes occur.	Rule 29 Directors, Supervisors, senior management, senior management of the branches and personnel who are authorized to approve or participate in credit and assets transfer shall provide information relating to themselves, their close relatives and related legal persons or other entities to the Related Party Transaction Supervision Committee under the Board, and provide a copy to the internal control and compliance department within ten working days after they have been approved to hold their posts, if required, (and in case of natural person Shareholders, they shall do the same within ten working days after they become the substantial natural person Shareholders of the Bank, or the date of approval for their Shareholder qualification, if required). In case of any changes to the reported matters, such changes shall be reported within ten working days after the changes occur.	To amend in accordance with rule 7 of the Administrative Measures for Related Transactions between Commercial Banks and their Insiders or Shareholders issued by the CBRC
	Rule 30 The officers entitled to decide or participate in the granting of credit and asset transfer shall furnish a report relating to their close relatives and such related legal persons or other entities as stipulated in Rule 6(3) hereof in accordance with the related party transaction management system.	Deleted and combined with Rule 29	To amend in accordance with rule 7 of the Administrative Measures for Related Transactions between Commercial Banks and their Insiders or Shareholders issued by the CBRC

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Chapter	Original Rule	Amended Rule	Reason for amendment
	Rule 31 Legal persons or other entities shall report the following information about the related parties within ten working days to the Related Party Transaction Supervision Committee after they become the substantial non natural person Shareholders of the Bank: (I) Controlling natural person Shareholders, directors and key management officers; (II) Controlling non natural person Shareholders; and (III) Legal persons or other entities and their directors and key management officers under their direct or indirect control or joint control. In case of any changes to the first and second reported matters, such changes shall be reported to the Related Party Transaction Supervision Committee within ten working days after the changes occur.	Rule 30 Legal persons or other entities shall provide the following information about the related parties within ten working days, which shall commence from the date of approval if their Shareholder qualification is subject to approval, to the Related Party Transaction Supervision Committee under the Board after they become the substantial non-natural person Shareholders of the Bank: (I) Controlling natural person Shareholders, directors and key management officers; (II) Controlling non-natural person Shareholders, persons act-in-concert and ultimate beneficiary; (III) Legal persons or other entities and their directors and key management officers under their direct or indirect control or joint control. In case of any changes to the information as mentioned above, such changes shall be reported within ten working days after the changes occur. In this rule, substantial non-natural person Shareholders refer to the non-natural person Shareholders who directly, indirectly or jointly hold or control 5% or more of the Shares or voting rights of the Bank.	To amend in accordance with the Interim Measures for Equity Management of Commercial Banks issued by the CBRC

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		To add: Rule 31 The major subsidiaries of the Bank shall provide information regarding their directors, supervisors, chief executives, substantial Shareholders and their respective related parties to the Related Party Transaction Supervision Committee of the Board of Directors and the internal control and compliance department. In case of any changes to the above information, such changes shall be reported within ten working days after the changes occur. Subsidiaries are not required to provide the above information if they are not one of the Bank's major subsidiaries.	Pursuant to the Listing Rules of the Stock Exchange, major subsidiaries are defined as related parties to the Bank and shall disclose the required information of major subsidiaries
	Rule 32 Natural persons, legal persons or other entities that assume the reporting obligation as stipulated herein shall assure the Bank that the reported content is true, accurate and complete, and shall undertake to indemnify the Bank for all losses caused to the Bank arising from any false representation or material omission in their reports.	Rule 32 When providing information about the related parties, natural persons, legal persons or other entities that assume the reporting obligation as stipulated herein shall assure the Bank in writing that the related information provided is true, accurate and complete, and shall undertake to assume the liabilities as prescribed in the relevant resolution and to indemnify the Bank for all losses caused to the Bank arising from any false representation or material omission in their reports.	Amendment of wording

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CHAPTER 8 PROCEDURES FOR EXAMINATION AND APPROVAL OF RELATED PARTY TRANSACTIONS	Rule 34 Procedures for examination and approval of related party transactions: General related party transactions shall be examined and approved in accordance with the authorisation procedures for examination and approval of the Bank, and shall be submitted to the Related Party Transaction Supervision Committee for record. The approval procedures in respect of material related party transactions can be applied to general related party transactions. After technical examination and approval by the authorized department, material related party transactions shall be submitted to the Related Party Transaction Supervision Committee for examination of fairness and reasonableness and then submitted to the Board of Directors for approval.	Rule 34 Material related party transactions entered into with the related parties (as defined by the former CBRC) shall be submitted to the Board of Directors for approval. General related party transactions shall be subject to approval or filing in accordance with the internal authorisation procedures. Each of the material related party transaction shall be fully disclosed individually in the financial statements, while general related party transactions shall be disclosed on a consolidated basis. Material related party transactions shall be submitted to the Supervisory Board of the Bank within ten working days upon such approval, and be reported to the China Banking and Insurance Regulatory Commission at the same time.	To classify related party transactions in accordance with different regulations and to be in compliance with relevant approval procedures

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	Significant related party transactions shall be submitted to the authorized department for the technical examination on fairness and reasonableness in accordance with the authorisation procedures for examination and approval of the Bank and shall be submitted for the approval of Shareholders' general meeting after the consideration and approval by the Board of Directors. Material related party transactions shall be submitted to the Supervisory Board within ten working days upon such approval, and be reported to the China Banking Regulatory Commission at the same time. Related party transactions involving Bank's Directors and senior management at the head office shall be reported to the Supervisory Board within ten working days upon approval.	Rule 35 Related party transactions entered into with the related natural persons (as defined by domestic securities regulatory authorities) with a transaction amount of not more than RMB300,000, or related party transactions entered into with the related legal person (as defined by domestic securities regulatory authorities) with a transaction amount of not more than RMB3 million and representing not more than 0.5% of the absolute value of the latest audited net assets of the Bank, shall be subject to approval in accordance with the internal authorisation procedures and shall be submitted to internal control and compliance department for filing. Related party transactions entered into with the related natural person (as defined by domestic securities regulatory authorities) with a transaction amount of RMB300,000 or above, or any related party transaction entered into with the related legal person (as defined by domestic securities regulatory authorities) with a transaction amount of RMB3 million or above and representing 0.5% or	

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		above of the absolute value of the latest audited net assets of the Bank, shall be subject to approval of the Related Party Transaction Supervision Committee of the Board of Directors and shall be disclosed upon the approval. Related party transactions entered into with related parties (as defined by domestic securities regulatory authorities) with a transaction amount of RMB30 million or above and representing 1% or above of the latest audited net assets of the Bank shall be submitted to the Board of Directors for consideration and approval upon the approval of the Related Party Transaction Supervision Committee of the Board of Directors and shall be disclosed upon approval. Related party transactions entered into with the related parties (as defined by the domestic securities regulatory authorities) with a transaction amount of RMB30 million or above and representing 5% or above of the absolute value of the latest audited net assets of the Bank shall be proposed to the Shareholders' general meeting for approval upon the approval of Related Party Transaction Supervision	

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		Committee of the Board of Directors and the approval of the Board of Directors and shall be disclosed upon approval. In respect of related party transactions which are subject to the approval of the Shareholders' general meeting, the Bank shall provide the audit or valuation report on the transaction subject which is issued by the securities service institution qualified to conduct related businesses of securities and futures according to relevant requirements. For related party transactions entered into with the related parties (as defined by the domestic securities regulatory authorities) which is in the category of "provision of financial assistance other than guarantees" or "entrusted asset management", the transaction amount shall be used as the standard for disclosure, and shall be disclosed based on the aggregate amount in 12 consecutive months for each type of transactions.	

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		Related party transactions other than the abovementioned shall be calculated based on the following principles for 12 consecutive months: (1) the transactions entered into with the same related party; and (2) the transactions in the same category entered into with different related parties. The same related person includes a person being under the direct or indirect control of the same legal person or other entity or natural person or having Shareholding relationship, and a legal person or other entity in which the director or senior management is acted by the same related natural person. For related party transactions entered into with the related parties (as defined by the domestic securities regulatory authorities) satisfying relevant exemption requirements, an application may be made to the domestic securities regulatory authorities for a waiver from the requirements of review and disclosure in the form of related party transactions.	

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		Rule 36 If a waiver is not applicable to a related party transaction entered into with a related party (as defined under the Rules Governing the Listing of Securities of the Stock Exchange), such transaction shall be subject to Shareholders' approval, annual review and all disclosure requirements (such as issuing announcements). For related party transactions entered into with related parties, the assets ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) of transaction amount shall be tested. (1) A related party transaction with the highest testing ratio of the assets ratio, revenue ratio, consideration ratio or equity capital ratio (if applicable) being 0.1% or above but less than 5% shall be submitted to the Board of Directors for approval upon the approval of the Related Party Transaction Supervision Committee of the Board of Directors and shall be disclosed upon the approval.	

Chapter	Original Rule	Amended Rule	Reason for amendment
		(2) A related party transaction with the highest testing ratio of the assets ratio, revenue ratio, consideration ratio or equity capital ratio (if applicable) being 5% or above shall be proposed to the Shareholders' general meeting for approval upon the approval of the Related Party Transaction Supervision Committee of the Board of Directors and the Board of Directors, and shall be disclosed upon the approval. For a series of related party transactions entered into with the related party (as defined under the Rules Governing the Listing of Securities of the Stock Exchange), if all transactions are completed within 12 consecutive months or are conditional to each other, such transactions shall be calculated on a consolidated basis as a single transaction. Rule 37 In respect of related party transactions entered into with the related parties (as defined under the Accounting Standards for Business Enterprises and International Financial Reporting Standards), the nature of relationship with related parties, the type of transaction and the detail of transactions shall be disclosed in the relevant financial reports.	

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		Rule 38 Related party transactions involving the Bank's Directors and senior management at the head office shall be reported to the Supervisory Board within ten working days upon approval.	
	Rule 37 The independent non-executive Directors of the Bank shall express their opinions on the fairness and reasonableness of related party transactions and the internal approval procedures in written form; If related party transactions of the Bank do not fall within the scope of wholly exempted related party transaction defined in Rule 15 hereof, the independent non-executive Directors of the Bank must review the continuing related party transactions annually and confirm in the annual report and accounts that the transactions have been entered into: (I) in the ordinary and usual course of business of the listed issuer; (II) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the listed issuer than terms available to or from (as appropriate) independent third parties; and	To be split into: Rule 41 The independent Directors of the Bank must review all non-exempt continuing related party transactions which have been entered into in the year annually and confirm in the annual report and accounts that the transactions have been entered into: (I) in the ordinary and usual course of business of the Bank; (II) either on normal or more favourable commercial terms; (III) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders of the Bank as a whole.	

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	(III) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders of the listed issuer as a whole.	Rule 55 Related party transactions entered into with the related parties (as defined by the Shanghai Stock Exchange) which are subject to disclosure requirement shall also be subject to the prior approval of the independent Directors. The independent Directors shall express their opinions on the fairness and reasonableness of related party transactions and the implementation of internal approval procedures in written form.	
CHAPTER 11 SUPPLEMENTARY PROVISIONS		To add: Rule 59 The management of the Bank shall formulate specific measures for the management of related party transactions within the scope of its duties in accordance with these Measures, which shall be submitted to the Related Party Transaction Supervision Committee for comments and then submit to the Related Party Transaction Supervision Committee of the Board of Directors for filing.	To clearly specify that the Implementation Rules on the Administrative Measures of Related Party Transactions shall be formulated by the management of the Bank

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	Rule 39 No further Shares of the Bank shall be pledged by any Shareholder or its connected parties if the balance of credit granted by the Bank exceeds the audited net value of Shares held by it in the previous year and no bank certificate of deposit or government bond is provided as a guarantee.	Rule 42 No further Shares of the Bank shall be pledged by any Shareholder or its connected parties if the balance of loans credit granted by the Bank exceeds the audited net value of Shares held by it in the previous year and no bank certificate of deposit or government bond is provided as a guarantee.	Guidance on Corporate Governance of Commercial Banks and Notice on Enhanced Management of Pledge of Equity Interest in Commercial Banks issued by the former CBRC
		To add: Rule 60 The term “non-major subsidiary” referred to herein means a subsidiary whose total assets, profits and revenue, as a percentage to that of China Minsheng Bank Group, are less than: (1) 10% for each of the latest three financial years (or if less than three financial years are involved, the period since the incorporation or establishment of the subsidiary); or (2) 5% for the latest financial year. If the person is related with two or more subsidiaries of the Bank, the total assets, profits and revenue of such subsidiaries shall be aggregated to determine whether they shall be considered as “non-major subsidiaries” of the Bank as a whole.	To clarify the definition of major subsidiary

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Chapter	Original Rule	Amended Rule	Reason for amendment
	Rule 55 The term “net equity” referred to herein means the audited net equity as at the end of the previous quarter and “net assets” referred to herein means the latest audited net assets. The term “more than” shall not include the given figures, and the term “less than” shall include the given figures.	Rule 61 The term “net equity” referred to herein means the audited net equity as at the end of the previous quarter and the term “net assets” referred to herein means the latest audited net assets. The term “net assets” herein refer to the net assets attributable to the holders of ordinary Shares of the Bank as of the end of the period, excluding equity of minority Shareholders.	To amend in accordance with “Administrative Measures for the Related Party Transactions between Commercial Banks and their Insiders or Shareholders” promulgated by the CBRC
		To add: Rule 62 Any matters not covered herein shall be subject to relevant laws and administrative regulations promulgated by the government, regulations of the competent authorities and stock exchanges, national uniform accounting system and the International Accounting Standards and the Articles of Association of the Bank. In case these Measures conflict with the laws and administrative regulations to be promulgated by the government, regulations of the competent authorities and securities exchanges, national uniform accounting system and the International Accounting Standards to be issued in the future and the Articles of Association legally modified in the future, the latter shall prevail.	In case of any change in laws and regulations, new laws and regulations shall prevail

**COMPARISON TABLE OF AMENDMENTS TO
THE ADMINISTRATIVE MEASURES OF CONNECTED
TRANSACTIONS OF CHINA MINSHENG BANKING CORP., LTD.**

Chapter	Original Rule	Amended Rule	Reason for amendment
	Rule 56 It shall be the responsibility of the Board of Directors to amend and interpret these Measures.	Rule 63 It shall be the responsibility of the Board of Directors to interpret these Measures. The Board of Directors shall amend these Measures upon the authorisation of the Shareholders’ general meeting.	
	Rule 57 These Measures shall be effective and “Administrative Measure on Strict Control of Related Party Transactions of China Minsheng Banking Corp., Ltd.” shall be void upon the date of approval by Shareholders’ general meeting of the Bank.	To be amended as: Rule 64 These Measures shall be effective and the “Implementation Rules on Administrative Measures of the Related Party Transactions of China Minsheng Banking Corp., Ltd.” (《中國民生銀行股份有限公司關聯交易管理辦法實施細則》) and “Guiding Opinions on Related party transactions of China Minsheng Banking Corp., Ltd.” (《中國民生銀行關聯交易指導意見》) shall be void upon the date of approval by Shareholders’ general meeting of the Bank.	To amend based on the actual situation

**PLAN OF PUBLIC ISSUANCE AND
LISTING OF THE A SHARE CONVERTIBLE CORPORATE BONDS BY
CHINA MINSHENG BANKING CORP., LTD.**

I. TYPE OF SECURITIES TO BE ISSUED

The securities to be issued by the Company are convertible bonds which can be converted into A Shares. The Convertible Bonds and A Shares to be converted from the Convertible Bonds will be listed on the Shanghai Stock Exchange.

II. ISSUE SIZE

The total amount of the proposed Convertible Bonds will not exceed RMB50 billion. The actual size of the Issuance of A Share Convertible Bonds shall be determined by the Board within the above range, subject to the authorization by the Shareholders in general meeting.

III. PAR VALUE AND ISSUE PRICE

The Convertible Bonds will be issued at par with a nominal value of RMB100 each.

IV. TERM

The term of the Convertible Bonds will be six years from the date of the Issuance of A Share Convertible Bonds.

V. INTEREST RATE

The Board proposes to the Shareholders in general meeting to authorize the Board to determine the methods for determination of nominal interest rate and the final interest rate for the interest accrual year in accordance with PRC policies, market conditions and the actual conditions of the Company, prior to the issuance of the Convertible Bonds.

VI. METHOD AND TIMING OF INTEREST PAYMENT

(I) Calculation of annual interest

The interest of each interest accrual year (the “**Annual Interest**”) means the interest accrued to the holder of the Convertible Bonds (the “**Convertible Bond Holder**”) in each year on each anniversary of the date of issuance of the Convertible Bonds, calculated based on the aggregate nominal value of the Convertible Bonds.

The formula for calculating the Annual Interest is: $I = B \times i$

“**I**”: denotes the Annual Interest;

“**B**”: denotes the aggregate nominal value of the Convertible Bonds held by a Convertible Bond Holder as at the record date for interest payment in an interest accrual year (“**that year**” or “**each year**”); and

“**i**”: denotes the interest rate of the Convertible Bonds of that year.

(II) Method of interest payment

1. Interest of the Convertible Bonds will be paid annually, accruing from the date of issuance of the Convertible Bonds.
2. Interest payment date: The interest is payable annually on each anniversary of the date of issuance of the Convertible Bonds. If such day falls on a statutory holiday or rest day, the interest payment date shall be postponed to the first working day immediately thereafter, provided that no additional interest will be accrued during the period of postponement. The period between an interest payment date and the immediately following interest payment date will be an interest accrual year.
3. Record date for interest payment: The record date for interest payment in each year will be the last trading day preceding the interest payment date. The Company will pay the interest accrued in that year within five trading days from the interest payment date. The Company will not pay any interest for that year and subsequent interest accrual years to the Convertible Bond Holders whose Convertible Bonds have been applied to be converted into A Shares on or before the record date for interest payment.
4. Tax payable on the interest income of a Convertible Bond Holder shall be borne by such Convertible Bond Holder.

VII. CONVERSION PERIOD

The conversion period of the Convertible Bonds commences on the first trading day immediately following the expiry of the six-month period after the date of issuance of the Convertible Bonds and ends on the maturity date of the Convertible Bonds.

VIII. DETERMINATION AND ADJUSTMENT OF THE CONVERSION PRICE OF THE CONVERTIBLE BONDS**(I) Basis for determining the initial conversion price for the Convertible Bonds (the “Conversion Price”)**

The initial Conversion Price of the Convertible Bonds shall not be lower than the average trading price of A Shares for the 20 trading days preceding the date of publication of the offering document and the average trading price of A Shares on the trading day preceding the date of the offering document of the Convertible Bonds and the lower of the most recent audited net asset value per Share and the average trading price of A Shares for the five trading days preceding the date of the Board resolution. The actual initial Conversion Price shall be determined by the Board of the Company with reference to the market conditions, subject to the authorization by the Shareholders in general meeting.

(II) Method of adjustments to the Conversion Price

The Conversion Price is subject to adjustment upon the Issuance in case of certain events which affect the share capital of the Company and lead to distribution of cash dividends, such as distribution of share dividends, capitalization, issuance of new Shares or rights issue (excluding any increase in the share capital as a result of conversion of the Convertible Bonds). The Company will adjust the Conversion Price based on the actual situation and in accordance with the principles of fairness, justice, equality and full protection of the Convertible Bond Holders' interests. The specific formulas for adjustments to the Conversion Price will be determined by the Board of the Company pursuant to relevant requirements as set out in the offering document.

Upon occurrence of any of the abovementioned changes in shareholding and/or Shareholder's interests, the Company will adjust the Conversion Price in accordance with the methods determined, and an announcement of the adjustment of the Conversion Price shall be made on the publications designated by the CSRC for information disclosure of listed companies. The announcement will indicate the date of adjustment to the Conversion Price, adjustment method and suspension period of share conversion (if necessary). An announcement will also be published (if necessary) in the Hong Kong market in accordance with the Hong Kong Listing Rules (as amended from time to time) and the Articles of Association. If the Conversion Price adjustment date is on or after the date on which a Convertible Bond Holder applies for conversion of his Convertible Bonds but before the registration date of the Shares to be issued upon conversion, then such conversion will be executed based on the adjusted Conversion Price.

In the event that the Convertible Bond Holders' creditor's interests, or the interests derived from the share conversion are affected by the change in the Company's share class, quantity and/or Shareholders' interests due to any possible share repurchase, consolidation, division or any other circumstances, the Company will adjust the Conversion Price based on the actual situation and in accordance with the principles of fairness, justice and equality so as to fully protect of the Convertible Bond Holders' interests. The details of adjustments to Conversion Price and its implementation measures shall be determined in accordance with the prevailing relevant PRC laws and regulations and the relevant requirements of the securities regulatory authorities.

IX. DOWNWARD ADJUSTMENT TO CONVERSION PRICE**(I) Limitation of adjustment right and the magnitude of adjustment**

If, during the term of the Convertible Bonds issued hereunder, the closing prices of the A Shares in any 15 trading days out of any 30 consecutive trading days are lower than 80% of the prevailing Conversion Price, the Company may propose a downward adjustment to the Conversion Price to the Shareholders in general meeting for their consideration and approval within ten business days from the date of occurrence of the abovementioned circumstance.

In the event that an adjustment to the Conversion Price by the Company is made due to ex-rights or ex-dividend during the aforementioned trading days, in respect of the trading days prior to the adjustment to the Conversion Price, the calculation shall be based on the unadjusted Conversion Price and the closing price of the Shares on each such day, and in respect of the days on which adjustment to the Conversion Price is made and the trading days afterwards, the calculation shall be based on the adjusted Conversion Price and the closing price of the shares on each such day.

The abovementioned proposal is subject to approval of on less than two-thirds of the participating shareholders with voting rights. Shareholders who hold the Convertible Bonds issued hereunder should abstain from voting. The adjusted Conversion Price should be no less than the average trading price of the A Shares for 20 trading days immediately before the Shareholders' general meeting for consideration and approval of the aforementioned proposal and the average trading price of the A Shares on the trading day immediately prior to Shareholders' general meeting for the consideration and approval of the aforementioned proposal, and should be also no less than the latest audited net asset value per Share and the nominal value per Share.

(II) Procedure of adjustment

If the Company decides to make a downward adjustment to the Conversion Price, the Company will publish an announcement in the print media and the website designated by the CSRC. The information disclosed will include the resolutions of Shareholders' general meeting in relation to the magnitude of the adjustment, the registration date of Shares and the suspension period of share conversion. An announcement will also be published (if necessary) in the Hong Kong market if it is required by the Hong Kong Listing Rules and the Articles of Association. Application for conversion of the Convertible Bonds at adjusted Conversion Price shall be resumed upon the first trading day after the registration date, i.e. the Conversion Price adjustment date.

If the adjustment date of the Conversion Price is on or after the date on which a Convertible Bond Holder applies for conversion of the Convertible Bonds but before the date of registration of the Shares to be issued upon such conversion, then such conversion will be executed based on the adjusted Conversion Price.

X. METHOD FOR DETERMINING THE NUMBER OF SHARES FOR CONVERSION

Where a Convertible Bond Holder applies to convert the Convertible Bonds held by him/her during the conversion period, the formula for calculating number of the Shares to be issued upon conversion: $Q = V/P$. Any fractional Share shall be rounded down to the nearest whole number.

In the aforesaid formula, "V" denotes the aggregate nominal value of the Convertible Bond in respect of which the Convertible Bond Holder applies for conversion, and "P" denotes the prevailing Conversion Price as at the date of application for conversion.

Within five trading days from the conversion of the Convertible Bonds, the Company will pay the Convertible Bond Holder in cash an amount equal to the nominal value of the remaining balance of such Convertible Bonds which are insufficient to be converted into one Share and the interest accrued on such balance in accordance with the relevant requirements of the Shanghai Stock Exchange and such other authorities (please refer to "XII. Terms of Redemption" for details of the method of calculation of the interest accrued).

XI. ENTITLEMENT TO DIVIDEND IN THE YEAR OF CONVERSION

The new Shares of the Company to be issued as a result of the conversion of the Convertible Bonds shall rank pari passu with all the existing Shares of the Company, and all Shareholders whose names are recorded on the register of members of the Company on the record date for dividend distribution shall be entitled to receive the dividend of that period.

XII. TERMS OF REDEMPTION**(I) Terms of redemption at maturity**

Within five trading days upon the maturity of the Convertible Bonds, the Company will redeem all the Convertible Bonds from investors which have not been converted into Shares by then, at a price calculated at a premium (including the interest accrued in the last interest accrual year) in addition to the nominal value of the Convertible Bonds. The actual premium shall be determined by the Board with reference to the market conditions, subject to the authorization at the Shareholders' general meeting.

(II) Terms of conditional redemption

During the conversion period of the Convertible Bonds, if the closing price of the A Shares in at least 15 trading days out of any 30 consecutive trading days is equal to or higher than 130% of the prevailing Conversion Price, the Company shall have the right to redeem all or part of the outstanding Convertible Bonds, at a price equal to the nominal value of the Convertible Bonds plus then accrued interest, subject to the approval from relevant regulatory authorities (if necessary)⁽¹⁾. In the event that an adjustment to the Conversion Price is made due to ex-rights or ex-dividend during the aforementioned trading days, the calculation shall be made based on unadjusted Conversion Price relating to, and the closing price of, the trading day prior to such adjustment, and on the adjusted Conversion Price relating to, and the closing price of, the trading day after such adjustment.

In addition, when the aggregate nominal value of the balance of the outstanding Convertible Bonds issued hereunder is less than RMB30 million, the Company shall have the right to redeem all the Convertible Bonds which have not been converted into Shares at a price equal to the nominal value plus then accrued interest.

Formula for calculating then accrued interest is:

$$IA = B \times i \times t/365$$

IA : Accrued interest for the current period;

B : Aggregate nominal value of the Convertible Bonds issued hereunder that are held by the Convertible Bond Holder and will be redeemed;

i : Interest rate of the Convertible Bonds for current year; and

t : Number of days on which interest is accrued, meaning the actual number of calendar days from the last interest payment date to the redemption date (excluding the redemption date).

⁽¹⁾ The right to redeem all or part of the outstanding Convertible Bonds, provided that the Company has obtained the approval of the CBIRC, shall arise when the terms of conditional redemption have been satisfied and the Company decides to exercise the right to redeem all or part of the outstanding Convertible Bonds.

XIII. TERMS OF SALE BACK

If the actual usage of the proceeds from the issuance of the Convertible Bonds by the Company differs from the undertaking of the use of proceeds set out by the Company in the offering document, and such difference is considered by the CSRC as a deviation in the use of the proceeds, the Convertible Bond Holder will be entitled to a one-off right to sell the Convertible Bonds back to the Company at the nominal value plus then accrued interest. Under this scenario, the Convertible Bond Holder may sell their Convertible Bonds back to the Company during the sale back declaration period after it is announced by the Company. If the Convertible Bond Holders do not exercise their sale back rights during the sale back declaration period, such rights to sell back the Convertible Bonds shall automatically lapse. Save as the aforesaid, the Convertible Bonds cannot be sold back at the option of the Convertible Bond Holder.

XIV. METHOD OF ISSUANCE AND TARGET INVESTORS

The method of the issuance of the Convertible Bonds will be determined by the Board, subject to the authorization at the Shareholders' general meeting. The target investors are natural persons, legal persons, securities investment funds and other investors that are in compliance with the laws, who have maintained securities accounts with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, except those prohibited by PRC laws and regulations.

XV. SUBSCRIPTION ARRANGEMENT FOR THE EXISTING A SHAREHOLDERS

The existing A Shareholders shall have pre-emptive rights to subscribe for the Convertible Bonds to be issued. They shall, however, also have the right to surrender such rights of subscription. The actual amount of the Convertible Bonds to be preferentially allocated to the existing A Shareholders shall be determined by the Board with reference to the market conditions before the issuance, subject to the authorization at the Shareholders' general meeting, and shall be disclosed in the offering document of the Convertible Bonds. The exercise of such preferential allocation is subject to the Company Law of the PRC, the Hong Kong Listing Rules and all other applicable laws, rules and regulations (including but not limited to the regulations and requirements related to connected transactions) of government or regulatory authorities.

XVI. CONVERTIBLE BONDS HOLDERS AND THEIR MEETINGS

(I) Rights and obligations of Convertible Bond Holders

1. Rights of Convertible Bond Holders

- (1) to receive agreed interests in accordance with the number of the Convertible Bonds held by Convertible Bond Holders;
- (2) to convert the Convertible Bonds held by Convertible Bond Holders into A Shares of the Company according to the agreed conditions;
- (3) to exercise right of sale back on agreed conditions;
- (4) to assign, bestow or pledge the Convertible Bonds held by Convertible Bond Holders in accordance with the laws, administrative regulations and the Articles of Association;

- (5) to receive relevant information in accordance with the laws and the Articles of Association;
- (6) to request the Company to repay the principal and interest of the Convertible Bonds within the agreed period and by the agreed manner;
- (7) other rights as creditors of the Company prescribed by applicable laws, administrative regulations and Articles of Association.

2. *Obligations of the Convertible Bond Holders*

- (1) to abide by the relevant terms of the Convertible Bonds;
- (2) to pay the subscription amount in accordance with the number of Convertible Bonds subscribed for;
- (3) not to request the Company to make prepayment of the principal and interest of the Convertible Bonds, unless otherwise required by applicable laws and regulations, or otherwise agreed in the offering document of the Convertible Bonds;
- (4) other obligations of the Convertible Bond Holder prescribed by applicable laws, administrative regulations and the Articles of Association.

(II) Convertible Bond Holders' Meetings

1. *Circumstances under which Convertible Bonds Holders' meetings shall be convened*

A Convertible Bond Holders' meeting shall be convened by the Board upon the occurrence of any of the following events:

- (1) the Company proposes to change the terms of the offering document;
- (2) the Company defaults in paying principal amount and interests under the Convertible Bonds on time;
- (3) the Company undertakes a capital reduction, merger, division, dissolution or files for bankruptcy;
- (4) other matters which may affect the material interests of the Convertible Bond Holders.

The following entities or persons may propose a Convertible Bond Holders' meeting:

- (1) the Board of the Company;
- (2) upon written proposal by the holders of 10% and more of the total par value of the outstanding Convertible Bonds;
- (3) other entities or persons prescribed by the CSRC.

2. *Convening of Convertible Bond Holders' meetings*

- (1) A Convertible Bond Holders' meeting shall be convened and chaired by the Board;
- (2) The Board of the Company shall, within 30 days after the proposal of the meeting has been raised or received by the Board, convene the meeting of Convertible Bond Holders. The Board of the Company shall publish a notice in at least one designated media for information disclosure of listed companies at least 15 days prior to the meeting, which shall specify the specific time, venue, agenda, and methods, etc. as confirmed by the Board.

3. *Attendance of the Convertible Bond Holders' meetings*

Unless otherwise required by applicable laws and regulations, the Convertible Bond Holders have the right to attend the Convertible Bond Holders' meeting in person or by proxy to exercise their voting rights.

The following entities or persons may attend the Convertible Bond Holders' meetings as non-voting attendees and submit proposals at the meetings for discussion and decision of the meeting:

- (1) the issuer of the Bonds;
- (2) other key related parties.

The Board should engage attorneys to attend the Convertible Bond Holders' meetings and issue legal opinions in relation to the calling and convening of the meetings, voting procedures, and qualifications of the attendees of the meetings.

4. *Procedures of the Convertible Bond Holders' meetings*

- (1) The chairman of the meeting shall announce the rules of procedure of the meeting and important notice, nominate and announce a scrutineer, and present the proposals. Voting will be commenced after discussion of the proposals. The resolution of the Convertible Bond Holders' meetings will be effective upon witness by an attorney;
- (2) A Convertible Bond Holders' meeting shall be chaired by the Chairman of the Board. In the absence of the Chairman of the Board, the meeting shall be chaired by a director authorized by the Chairman of the Board. If neither the Chairman of the Board nor the director authorized by the Chairman of the Board is able to chair the meeting, the meeting shall be chaired by a Convertible Bond Holder elected by Convertible Bond Holders representing at least 50% (exclusive) of par value of Convertible Bonds present at the meeting;
- (3) The convener should record the attendees of the meeting, which shall indicate the name (or entity name), identity card number, domicile, the par value of the Convertible Bonds with voting rights held or represented by the attendee and the name (or entity name) of Convertible Bonds Holder being represented.

5. *Voting and resolution of the Convertible Bond Holders' meeting*

- (1) Each Convertible Bond represents one vote in the Convertible Bond Holders' meeting;
- (2) Convertible Bond Holders shall vote by open ballot in the Convertible Bond Holders' meeting;
- (3) A resolution of the Convertible Bond Holders' meeting shall be valid upon the affirmative votes representing at least two-thirds of par value of Convertible Bonds present at the meeting;
- (4) All the items and sub-items contained in the proposals at the Convertible Bond Holders' meetings should be considered and voted separately;
- (5) A resolution of Convertible Bond Holders' meeting will be valid after it has been resolved by the Convertible Bond Holders at the Convertible Bond Holders' meeting, and for resolutions subject to approval by the CSRC or other regulatory authorities⁽²⁾, the resolution will be effective from the date of approval or confirmation of the relevant approval;
- (6) Unless expressly agreed that special compensation shall be made to the Convertible Bond Holders voting against the resolution or failing to attend the meeting, a resolution shall have equal effect on all Convertible Bond Holders;
- (7) After a resolution is adopted by the Convertible Bond Holders' meeting, the Board of the Company shall notify the Convertible Bond Holders by an announcement and be responsible to execute such resolution.

6. The subscription or otherwise holding of the Convertible Bonds by the Convertible Bond Holders shall be deemed as their consent to the aforementioned procedures of the Convertible Bond Holders' meetings.

XVII. USE OF PROCEEDS

The proceeds from the Issuance of A Share Convertible Bonds will be utilised to support the future development of business, and after the conversion of the Convertible Bonds, the proceeds will be used to replenish the core tier-one capital of the Company in accordance with relevant regulatory requirements.

XVIII. GUARANTEE AND SECURITY

There is no guarantee or security in relation to the Issuance of A Share Convertible Bonds.

XIX. VALIDITY PERIOD OF THE RESOLUTIONS

The resolutions in respect of the Issuance of A Share Convertible Bonds will be valid for 12 months from the date on which the relevant resolutions are passed at the Shareholders' general meeting and the Class Meetings.

⁽²⁾ Depending on the contents and the nature of such resolutions passed by Convertible Bond Holders at the Convertible Bond Holders' meeting, such resolutions may be subject to approval by different regulatory authorities including but not limited to the CBIRC and the PBOC

**Impacts on Dilution of Current Returns of the Public Issuance of
A Share Convertible Corporate Bonds of
China Minsheng Banking Corp., Ltd. and the Remedial Measures**

In accordance with the Several Opinions of the State Council on Further Promoting the Healthy Development of Capital Market (Guo Fa [2014] No. 17) (《國務院關於進一步促進資本市場健康發展的若干意見》(國發[2014]17號)), Opinions of the Office of State Council on Further Strengthening the Protection of Legal Interests of Small and Medium Investors in Capital Market (Guo Ban Fa [2013] No. 110) (《國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見》(國辦發[2013]110號)) and the Guidelines on Matters relating to Impacts of Dilution of Current Returns of Initial Offering and Re-financing and Major Asset Reorganization (CSRC Notice [2015] No. 31) (《關於首發及再融資、重大資產重組攤薄即期回報有關事項的指導意見》(證監會公告[2015]31號)), the Board of the Company shall form a proposal with an analysis on whether the current returns would be diluted by the financing of the Company, remedial measures to be adopted and relevant commitment and submit the resolution for review and approval at the Shareholders' meeting. The Company has conducted the analysis of the effects of the public issuance and listing of the Convertible Bonds on ordinary Shareholders' equity and current returns, and formulated relevant remedial measures in accordance with actual situation.

**I. ANALYSIS ON THE IMPACTS OF THE DILUTION OF CURRENT RATE OF RETURN OF
THE ISSUANCE OF THE CONVERTIBLE BONDS**

(I) Assumptions

The impacts of the Issuance of the Convertible Bonds on the Company's key financial figures and financial indicators are measured mainly on basis of the following assumptions:

1. The Company assumes no material negative changes in the macroeconomic environment, industry development trend and the Company's operation in 2018.
2. The Company assumes that the Issuance of the Convertible Bonds will be closed by the end of May 2018 and all Convertible Bonds will be converted to Shares by the end of November 2018. The timing is purely for calculating the impacts of the dilution of the current rate of return resulting from the Issuance of the Convertible Bonds on the key financial figures and financial indicators, subject to the approval of CSRC and the actual completion of the Company's Issuance of the Convertible Bonds.
3. The Company assumes that the proceeds from the Company's Issuance of the Convertible Bonds will be no more than RMB50 billion, without regard to the impact of the issuance expenses. The proceeds actually generated from the Issuance of the Convertible Bonds will be determined on basis of such factors as the approval of the regulatory authorities, the subscription of the issuance and the issuance expenses.

4. According to the Plan of Public Issuance and Listing of A Share Convertible Corporate Bonds by China Minsheng Banking Corp., Ltd. (《關於中國民生銀行股份有限公司公開發行A股可轉換公司債券並上市方案》) (as adopted by the annual general meeting for 2016, the second A Share class meeting for 2017 and the second H Share class meeting for 2017 of the Company), the Company assumes that the minimum initial Conversion Price of the Convertible Bonds is RMB8.97 per Share with 1 March 2018 as the pricing benchmark date, which shall not be lower than the average trading price of the Company's A Shares in the 20 trading days prior to the date of the publication of the offering documents and the average trading price of the Company's A Shares on the trading day prior to the date of the offering documents, and the lower of the latest audited net asset value per Share and the average trading price of the Company's A Shares in the five trading days prior to the date of the announcement regarding the resolution of the first extraordinary meeting of the seventh session of the Board of the Company. The Conversion Price aforesaid is only used to calculate the impacts of the dilution of the current rate of return resulting from the Issuance of the Convertible Bonds on the key financial figures and financial indicators, and the final initial Conversion Price shall be determined by the Board of the Company, under the authorization of the Shareholders' general meeting, based on the market conditions prior to the offering, possibly with ex-rights, ex-dividend adjustment or downward revisions.
5. The Company assumes that the coupon rate of the Convertible Bonds for the first year is 0.2%. The coupon rate is only derived by simulation and does not constitute any forecast of the numerical value of the effective coupon rate.
6. At the moment, the Company has not considered the impacts of the proceeds generated from the Issuance on the Company's production, operation and financial conditions (e.g. financial expenses, efficiency in the use of capital).
7. The Company completed the issuance of Offshore Preference Shares of US\$1.439 billion on 14 December 2016. The dividend rate of the preference Shares is 4.95% and the effective dividend rate is 5.5% after deduction of income tax withheld by the issuer. Assuming that the dividends of preference Shares is paid for a full interest-bearing year of 2018, the total dividends shall be RMB523 million, calculated at an exchange rate as at the date of the announcement of the proposed dividend distribution of the preference Shares for 2017 (US\$1 in exchange for RMB6.6105).
8. The Company assumes no major changes in the macroeconomic environment, the development of the banking industry and the Company's business environment. While measuring, the Company assumes a year-on-year growth of 0%, 3% and 6%, respectively, in the net profit attributable to the Company's Shareholders and in the net profit attributable to the Company's Shareholders after non-recurring profit and loss in 2018.
9. The Company assumes no other factors (including profit distribution, mandatory conversion of preference Shares) which can cause changes to the ordinary Share capital other than the conversion of the Convertible Bonds to ordinary Shares.

**APPENDIX III PROPOSAL IN RESPECT OF IMPACTS ON DILUTION OF CURRENT RETURNS OF
ISSUANCE OF A SHARE CONVERTIBLE BONDS BY
CHINA MINSHENG BANKING CORP., LTD. AND THE REMEDIAL MEASURES**

10. The earnings per Share (“EPS”) is calculated according to relevant provision in the Preparation Rules for Information Disclosure by Companies Offering Securities to the Public No. 9 — Calculation and Disclosure of Return on Equity and Earnings Per Share.

(II) Impacts on the Company’s key financial indicators

Based on the above assumptions, the impacts of the Issuance of the Convertible Bonds on the Company’s key financial figures and financial indicators are as follows:

1. Scenario 1: 0% year-on-year growth in both the net profit attributable to the Company’s Shareholders and the net profit attributable to the Company’s Shareholders after non-recurring profit and loss.

Item	For the year of 2017/as at 31 December 2017	For the year of 2018/ as at 31 December 2018	
		Before full conversion to Shares	Full conversion to Shares
Total ordinary Share capital (million Shares) . . .	36,485	36,485	42,059
Weighted average ordinary Share capital (million Shares)	36,485	36,485	36,950
Net profit attributable to the Shareholders of the Company (RMB million)	49,813	49,813	49,813
Net profit attributable to the Shareholders of the Company, after non-recurring profit and loss (RMB million)	49,721	49,721	49,721
Net profit attributable to the ordinary Shareholders of the Company (RMB million)	49,290	49,290	49,290
Net profit attributable to the ordinary Shareholders of the Company, after non-recurring profit and loss (RMB million)	49,198	49,198	49,198
Basic EPS attributable to the ordinary Shareholders of the parent company (RMB)	1.35	1.35	1.33
Diluted EPS attributable to the ordinary Shareholders of the parent company (RMB)	1.35	1.24	1.24
Basic EPS attributable to the ordinary Shareholders of the parent company, after non-recurring profit and loss (RMB)	1.35	1.35	1.33
Diluted EPS attributable to the ordinary Shareholders of the parent company, after non-recurring profit and loss (RMB)	1.35	1.24	1.24

**APPENDIX III PROPOSAL IN RESPECT OF IMPACTS ON DILUTION OF CURRENT RETURNS OF
ISSUANCE OF A SHARE CONVERTIBLE BONDS BY
CHINA MINSHENG BANKING CORP., LTD. AND THE REMEDIAL MEASURES**

2. Scenario 2: 3% year-on-year growth in both the net profit attributable to the Company's Shareholders and the net profit attributable to the Company's Shareholders after non-recurring profit and loss.

Item	For the year of 2017/as at 31 December 2017	For the year of 2018/ as at 31 December 2018	
		Before full conversion to Shares	Full conversion to Shares
Total ordinary Share capital (million Shares). . .	36,485	36,485	42,059
Weighted average ordinary Share capital (million Shares).	36,485	36,485	36,950
Net profit attributable to the Shareholders of the Company (RMB million)	49,813	51,307	51,307
Net profit attributable to the Shareholders of the Company, after non-recurring profit and loss (RMB million)	49,721	51,213	51,213
Net profit attributable to the ordinary Shareholders of the Company (RMB million)	49,290	50,784	50,784
Net profit attributable to the ordinary Shareholders of the Company, after non-recurring profit and loss (RMB million)	49,198	50,689	50,689
Basic EPS attributable to the ordinary Shareholders of the parent company (RMB)	1.35	1.39	1.37
Diluted EPS attributable to the ordinary Shareholders of the parent company (RMB)	1.35	1.28	1.28
Basic EPS attributable to the ordinary Shareholders of the parent company, after non-recurring profit and loss (RMB) . . .	1.35	1.39	1.37
Diluted EPS attributable to the ordinary Shareholders of the parent company, after non-recurring profit and loss (RMB) . . .	1.35	1.28	1.28

**APPENDIX III PROPOSAL IN RESPECT OF IMPACTS ON DILUTION OF CURRENT RETURNS OF
ISSUANCE OF A SHARE CONVERTIBLE BONDS BY
CHINA MINSHENG BANKING CORP., LTD. AND THE REMEDIAL MEASURES**

3. Scenario 3: 6% year-on-year growth in both the net profit attributable to the Company's Shareholders and the net profit attributable to the Company's Shareholders after non-recurring profit and loss.

Item	For the year of 2017/as at 31 December 2017	For the year of 2018/ as at 31 December 2018	
		Before full conversion to Shares	Full conversion to Shares
Total ordinary Share capital (million Shares) . . .	36,485	36,485	42,059
Weighted average ordinary Share capital (million Shares)	36,485	36,485	36,950
Net profit attributable to the Shareholders of the Company (RMB million)	49,813	52,802	52,802
Net profit attributable to the Shareholders of the Company, after non-recurring profit and loss (RMB million)	49,721	52,704	52,704
Net profit attributable to the ordinary Shareholders of the Company (RMB million)	49,290	52,279	52,279
Net profit attributable to the ordinary Shareholders of the Company, after non-recurring profit and loss (RMB million)	49,198	52,181	52,181
Basic EPS attributable to the ordinary Shareholders of the parent company (RMB)	1.35	1.43	1.41
Diluted EPS attributable to the ordinary Shareholders of the parent company (RMB)	1.35	1.32	1.32
Basic EPS attributable to the ordinary Shareholders of the parent company, after non-recurring profit and loss (RMB) . . .	1.35	1.43	1.41
Diluted EPS attributable to the ordinary Shareholders of the parent company, after non-recurring profit and loss (RMB)	1.35	1.31	1.31

(III) Notes to the measurement

The above assumptions in relation to the impacts of the Issuance of the Convertible Bonds on the Company's key financial figures and financial indicators are not representative of the Company's judgment of the operation and development trend in 2018, and do not constitute the Company's earnings forecasts. Investors shall not rely on this when making decisions on investment. The Company assumes no liability for the losses incurred therefrom.

II. RISKS IN RELATION TO THE DILUTION OF CURRENT RATE OF RETURN DUE TO THE ISSUANCE OF THE CONVERTIBLE BONDS

After the Issuance of the Convertible Bonds is closed, the number of the Company's all outstanding dilutive potential ordinary Shares will increase correspondingly. Without regard to the financial return of the proceeds, the diluted EPS and the diluted EPS after non-recurring profit and loss may both decline in the year when the Issuance of the Convertible Bonds of the Company is closed.

After the Issuance of the Convertible Bonds is closed and before the conversion of the Convertible Bonds, the Company needs to pay interests at the pre-set coupon rate with regard to the Convertible Bonds which are not converted to Shares. Since the coupon rate of the Convertible Bonds is generally low, the earnings growth as a result of the Company's use of proceeds will exceed the interest paid to Convertible Bonds investors in normal cases, which will not lead to reduction of the Company's overall income. In extreme cases, the Company may face risk of a decline in its after-tax profit and dilution impacts on the current rate of return of the holders of the Company's ordinary Shares, if the earnings growth as a result of the Company's use of proceeds is unable to cover the interests paid to Convertible Bonds investors.

After the Convertible Bonds held by the investors are converted to Shares in part or in full, the Company's total Share capital will increase correspondingly, which will dilute the Shareholding of the existing Shareholders, the return on equity and the EPS of the Company.

In addition, Conversion Price and downward revision clause has been provided under the Convertible Bonds. Where the clause is triggered, the Company may apply for downward revision of the Conversion Price, which may expand the Share capital as a result of the Convertible Bonds conversion and hence increase the potential dilution of the Convertible Bonds conversion on the existing Shareholders of the Company.

III. NECESSITY AND RATIONALITY OF THE ISSUANCE OF THE CONVERTIBLE BONDS

Upon conversion, the Convertible Bonds will further replenish the capital base and improve the capital adequacy ratio of the Company, further strengthen the Company's capability to resist risks, consolidate the capital foundation for the sustainable business development of the Company, and contribute to enhancing the core competitiveness of the Company and achieving its strategic goals.

(I) Improving the capital adequacy ratio to meet the regulatory requirements

With the official implementation of the Basel III and the Rules Governing Capital Management of Commercial Banks (Provisional) (《商業銀行資本管理辦法(試行)》), the Company is experiencing more stringent capital regulatory requirements in its process of operation. Pursuant to the Circular of the China Banking Regulatory Commission on Issues Concerning the Arrangement in the Transition Period in Implementing the Rules Governing Capital Management of Commercial Banks (Provisional) (Yin Jian Fa [2012] No. 57) (《中國銀監會關於實施〈商業銀行資本管理辦法(試行)〉過渡期安排相關事項的通知》(銀監發[2012]57號)), the core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio of the domestic commercial banks shall meet the regulatory requirements of 7.5%, 8.5% and 10.5% by the end of the transition period (end of 2018), while those of systematically important commercial banks shall reach 8.5%, 9.5%

and 11.5%, respectively. As of 31 December 2017, the core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio of the Company were 8.63%, 8.88% and 11.85%, respectively. With the Company's continued business development and asset expansion, the capital adequacy levels of the Company are expected to drop.

Therefore, the Company still needs to satisfy the regulatory requirements of capital adequacy on an ongoing basis by replenishing its capital through various channels including the issuance of the Convertible Bonds, in addition to its earnings retention. The public issuance of the Convertible Bonds can effectively replenish the Company's core tier-one capital, helping the Company to improve its capital adequacy and lay a solid capital foundation for the Company's sustainable healthy development.

(II) Satisfying the business needs and strengthening the ability to withstand risks

In recent years, the Company has improved its capital adequacy through various channels including internal accumulation, asset and liability management, and external financing, providing strong supports to the Company's business operation and development. However, the Company needs to further replenish its capital due to the continued rapid business development and credit expansion. The Convertible Bonds offered this time, after being converted to Shares, can be used to replenish the Company's core tier-one capital, provide sufficient capital support to the Company's business development, and ensure the smooth implementation of the Company's development strategies, which is important to enhance the Company's competitiveness and maintain stable earnings.

At the current level of capital adequacy, the Company possesses some ability to withstand general risks. As one of the major joint-stock commercial banks in China, however, in order to better respond to uncertainties in future development of macro-economy, the Company shall further improve its strength in serving the development of China's economy in the transition period and reinforce its risk resistance ability in response to the rapid changes in the complex international environment and domestic macro-economy, so as to achieve its goal of prudent operation and to better protect the interests of the depositors and investors. In this sense, it is necessary for the Company to further shore up its capital and capital adequacy ratio.

IV. RELATIONSHIP BETWEEN THE INVESTMENT PROJECT FINANCED BY THE PROCEEDS AND THE COMPANY'S EXISTING BUSINESS, AND THE COMPANY'S RESERVES FOR THE FINANCING AND INVESTMENT PROJECTS IN TERMS OF PERSONNEL, TECHNOLOGY AND MARKET

(I) Relationship between the Investment Project Financed by the Proceeds and the Company's Existing Business

The proceeds from the Public Issuance of the Convertible Bonds will be used to finance the Company's continued and steady business development, which complies with the capital regulatory requirements and the Company's long-term development strategies, helping enhance the Company's business development momentum and risk resistance ability and improve the competitive edge and earnings, so as to provide sufficient credit supports to the development of the real economy and create reasonable and stable investment return for the Company's Shareholders.

(II) The Company's Reserves for the Financing and Investment Projects in Terms of Personnel, Technology and Market

The Company's management team has been engaged in the financial and banking business for a long time. It is a prudent and specialized operation and management team, backed by the extensive financial knowledge and work experiences of its members. The Company strives to improve the input and output efficiency of the human resources, and continues to optimize the mechanism of human resource allocation, to ensure the concentration of human resources on key businesses, and to enhance the incentive and restriction mechanisms and the performance management. Furthermore, the Company actively expands the staff's career path by building a talent bank for reserve cadres and professionals at various levels, and a talent bank for its overseas institutions in response to the "Going Global" strategy. The Company also pushes forward delicacy management to consolidate the foundation for human resource management and meet the Company's needs for talents in its pursuit of sustainable development.

V. THE COMPANY'S MEASURES FOR REPLENISHING THE RATE OF RETURN

(I) Operation conditions and development trend of the Company's existing business segments, major risks and improvement measures

1. *Operation conditions and development trend of the Company's existing business segments*

In 2018, the Company accurately grasped the economic and financial situations in its response to changes in the external business environment and regulatory policies under the correct leadership of the Board. While putting more efforts to the implementation of the Phoenix Project (鳳凰計劃), the Company also accelerated its business structural optimization and adjustment. With the management concept of "strengthening the corporate banking business, expanding the retail banking business and optimizing the financial markets business", the Company continued to improve the risk management system, enhanced the asset quality management, and promoted the reform and innovation to boost the sustainable and stable development of the Company's business.

2. *Major risks and improvement measures of the Company*

Major risks that the Company faces in its business operation include credit risk, liquidity risk, market risk, operation risk, country risk and reputation risk. The Company manages risks under the philosophy that "risk management creates value". By adhering to the coordinated development of quality, efficiency and scale, the Company has actively promoted the implementation of the Basel III and the construction of the comprehensive overall risk management system, which has effectively improved its risk management ability, supported its business development and strategic transition, enhanced the Company's core competitiveness and protected the long-term interests of its employees and clients. In this way, the Shareholders' value is maximized. In addition, the Bank strictly complied with the latest requirements of China Banking Regulatory Commission and conducted a comprehensive investigation on the "three types of violations (三違反)", "three types of arbitrages (三套利)", "four types of improper behaviours (四不當)" and "market disorders in the banking industry (銀行業市場亂象)". The risk control and compliance management were further strengthened.

(II) Specific measures for improving the Company's performance

Based on the changes in external environment and the internal need for development, the Company developed a mid-to-long-term development strategy for the next decade, and accelerated the implementation of Phoenix Project. Under its mid-to-long-term development strategy, the Company strives to become a “trans-border interconnected, win-win and platform-oriented modern financial service group with distinctive features and global competitive power”. By adhering to its development concepts of “building up a bank pursuing ongoing innovation, excellence, global distribution and mutual benefits”, the Company aims to construct a new business model driven by “financing, strategic consultation, commercial advisory and Internet financing”, to continue its development of the blue-ocean market.

In its implementation of the new strategy and the Phoenix Project, the Company insisted on the leading role of asset and liability management. With linkage among corporate banking, retail banking and financial market, and also with the coordination between parent company and subsidiaries, the Company quickened its pace of building itself into a new bank characterized by digitalization, conglomeration and internationalization. Specifically, the Company constructed a model of “strategically significant asset and liability management”, to lead the steady development of the overall industry; the Company deepened the reform of the business divisions, strengthened the corporate finance, optimized the industry and regional distribution, improved client structure, seized the business opportunities in the investment banking and transaction banking businesses, and ensured the standardized development of bill business; based on the features of “community finance and small business finance”, the Company constructed the new broader retail system to expand the retail business, stabilize the small business finance, and improve the community finance business. Sticking to revenue-oriented strategy, the Company made breakthrough in its key businesses and improved its ability to classify the client base, so as to achieve its goals of “revenue growth, asset optimization and client diversification”. The Company actively promoted the development of its financial markets segment, optimized its financial markets business, and jointly built a first-class cross-market, cross-industry and cross-border financial markets comprehensive service platform, to speed up its transition to a light-weight bank. The Company accelerated the construction of its “CMBC Ecosphere of Internet Finance (民生網融生態圈)” combined with vertical traditional business and horizontal emerging business, built the basic platform, set up the “CMBC Series-e (民生e系列)” platform, developed and researched a series of online products, and expedited the digital and intelligent reform. By conforming to its development trend, the Company added the key licenses and built a comprehensive financial service platform with the Group's involvement. With a focus on the “follower” strategy, the Company expanded its international presence, and improved its global competitiveness. The Company constructed characteristic branches to build up its regional core competitive power. The Company constructed innovative business lines to develop differentiated new competitive power. The Company enhanced risk management in an all-round way by building a long-term risk management mechanism, improving linear risk management system, constructing market-oriented clearing and recovering mechanism, and preventing risks in key areas. The Company also pushed forward the portfolio management in all aspects, to improve the internal compliance management and mitigate risks with various measures. The three plans regarding talent training, talent pooling, and talent incentives were implemented, and a performance- and responsibility-oriented appraisal system was set up. A research system of the Company was constructed to study the overall progress, strategic direction and sustainability of the reform and development of the Company.

In the future, the Company will plan, act and make progress by adhering to its bigger picture logic and following the development trend, so as to adapt to, seize and lead the new norm. Aiming at serving the real economy and centered around the improvement in development quality and efficiency, the Company will accurately grasp the economic and financial situations, accelerate the strategic transition and business structural adjustment, attach high importance to the asset quality and risk management, actively expand new business growth drivers, reinforce the fundamental management, promote the reform and innovation steadily and draw a new blue print of sustainable and steady development by taking advantage of the cohesion in the corporate culture.

VI. COMMITMENTS OF ALL DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

All Directors and senior management personnel of the Company undertake to perform their duties faithfully and diligently, to safeguard the legitimate rights and interests of the Company and all the Shareholders. In accordance with the relevant requirements of the CSRC, directors and senior management of the Company have undertaken the following to ensure the concrete implementation of the measures for replenishing the rate of return:

- (I) They will not harm the Company's interests by tunnelling to other units or individuals free of charge or unfairly or in other manners;
- (II) They will act in a diligent and thrifty way, and restrict the position-related consumption strictly in accordance with the relevant stipulations of the State, local government and the Company, so as to eliminate excessive consumption and extravagance and waste;
- (III) They will not use the Company's assets for investment or consumption that are unrelated with the performance of their duties;
- (IV) They will cause the remuneration policies formulated by the Board or the Remuneration Committee to be linked with the implementation of the Company's replenishment measures; and
- (V) They will cause the conditions for exercising the Company's ownership incentives to be linked with the implementation of the Company's replenishment measures, if the Company sets out ownership incentive plan in future.

**Report of the Use of Proceeds from the Previous Issuance
of China Minsheng Banking Corp., Ltd.**

According to the requirement under the Administrative Measures on the Issuance of Securities of Listed Companies (《上市公司證券發行管理辦法》) by the CSRC, the use of proceeds from the previous issuance is as follows:

I. AMOUNT AND AVAILABILITY OF PROCEEDS FROM THE PREVIOUS ISSUANCE

According to Replies of the CBRC on Private Placement of Preference Shares and the Modification of Articles of Association by Minsheng Bank (Yin Jian Fu [2016] No. 168) (《中國銀監會關於民生銀行非公開發行優先股及修改公司章程的批覆》(銀監覆[2016]168號)) and Replies of the CSRC on Approving Overseas Offering of Preference Shares by China Minsheng Banking Corp., Ltd. (Zheng Jian Xu Ke [2016] No. 2971) (《關於核准中國民生銀行股份有限公司境外發行優先股的批覆》(證監許可[2016]2971號)), the Company issued 71,950,000 Shares of Offshore Preference Shares by private placement on 14 December 2016, of which the face value is RMB100 per Share and the issuance price is US\$20. Gross proceeds from the Issuance of Preference Shares were US\$1,439,000,000, or RMB9,933,129,200 at the central parity rate of Renminbi exchange rate published by China Foreign Exchange Trade System on 14 December 2016. On 14 December 2016, the proceeds were remitted to the special account opened at the Hong Kong Branch of the Company with account number of 900002165214. The above-mentioned proceeds actually collected include issuance expenses of RMB41,154,507.57. With the issuance expenses deducted, the net proceeds from the Issuance of Preference Shares were RMB9,891,974,692.43. The availability of the proceeds has been examined by KPMG Huazhen LLP which issued the Report on the Capital Verification of Proceeds from Offshore Issuance of Preference Shares by China Minsheng Banking Corp., Ltd. (KPMG Huazhen Yan Zi No. 1700283) (《中國民生銀行股份有限公司境外發行優先股募集資金驗證報告》(畢馬威華振驗字第1700283號)) for purposes of verification and confirmation.

II. ACTUAL USE OF PREVIOUS PROCEEDS

Pursuant to the offering circular on the Issuance of Preference Shares, proceeds from the Issuance of Preference Shares, after deducting the issuance expenses, shall be used to replenish other tier-one capital of the Company, subject to the requirements under applicable laws and regulations and approvals from the CBRC, the CSRC and other regulatory bodies. With the proceeds from the Issuance of Preference Shares available, the Company used the net proceeds of RMB9,891,974,692.43 (after deduction of the issuance expenses of RMB41,154,507.57) in the special account to replenish the other tier-one capital. As of 31 December 2017, the use of proceeds from the Issuance of Preference Shares was consistent with that as disclosed in the offering circular. The actual use of the proceeds from the previous issuance can be seen in the “Comparison of the Use of Proceeds from the Previous Issuance” below.

Comparison of the Use of Proceeds from the Previous Issuance

Unit: RMB

Total net proceeds: 9,891,974,692.43					Proceeds accumulatively used: 9,891,974,692.43					
Total proceeds with changes in the use: None					Total proceeds used in the corresponding year/period:					
Proportion of the proceeds with changes in the use: None					2016: 9,891,974,692.43					
					2017:—					
Investment projects	Total investment with the proceeds				Cumulative investment with the proceeds as of the cut-off date					
	Investment project committed	Actual investment project	Pre-money commitment	Post-money commitment	Actual investment	Pre-money commitment	Post-money commitment	Actual investment	Proportion of actual investment to post-money commitments	Completion of the project by the cut-off date
No.										
1	Replenish other tier-one capital	Replenish other tier-one capital	9,891,974,692.43	9,891,974,692.43	9,891,974,692.43	9,891,974,692.43	9,891,974,692.43	9,891,974,692.43	—	N/A

III. CONCLUSIONS

This report has been compiled according to the Rules of the CSRC on the Report of the Use of Previous Proceeds (Zheng Jian Fa Xing Zi [2007] No.500) (《關於前次募集資金使用情況報告的規定》(證監發行字[2007]500號)). The Company has compared one by one the actual use of proceeds with that as disclosed in the related regular reports and other disclosure documents published since December 2016. The actual use of proceeds is consistent with the disclosure.

Due to the specialty of the banking business, the proceeds of the Company, once available, was fully used to replenish other tier-one capital of the Company, while the benefits realized cannot be independently accounted. The availability of the proceeds has replenished the capital and improved the capital adequacy ratio of the Company.

DETAILS OF THE PROPOSED AMENDMENTS

No.	Original Article	Revised Article	Reasons for amendment
	Chapter 1 General Provisions	Chapter 1 General Provisions	
1	Article 2 The Bank is a joint stock limited company incorporated in accordance with the Company Law, the Commercial Banking Law and other relevant regulations. Upon an Approval by the State Council regarding the Incorporation of China Minsheng Banking Corp., Ltd. (Guo Han [1995] No. 32) and an Approval by the People's Bank of China regarding the Commencement of Operation of China Minsheng Banking Corp., Ltd. (Yin Fu [1996] No. 14), the Bank is established by way of promotion and registered with the State Administration for Industry and Commerce and obtained a business license on 7 February 1996. The business license number of the Bank is 100000000018983.	Article 2 The Bank is a joint stock limited company incorporated in accordance with the Company Law, the Commercial Banking Law and other relevant regulations. Upon an Approval by the State Council regarding the Incorporation of China Minsheng Banking Corp., Ltd. (Guo Han [1995] No. 32) and an Approval by the People's Bank of China regarding the Commencement of Operation of China Minsheng Banking Corp., Ltd. (Yin Fu [1996] No. 14), the Bank is established by way of promotion and registered with the State Administration for Industry and Commerce and obtained a business license on 7 February 1996. The unified creditability code is 91110000100018988F.	The business license number of the Company is no longer applicable due to the implementation of unified creditability code system for legal persons and other organisations based on the organisation codes.

No.	Original Article	Revised Article	Reasons for amendment
2	Article 3 On 27 November 2000, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2000] No. 146), the Bank issued 350,000,000 RMB-denominated ordinary Shares pursuant to an initial public offering. These Shares were listed on the Shanghai Stock Exchange on 19 December 2000. On 27 February 2003, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2003] No. 13), the Bank issued convertible bonds of RMB4 billion at par value of RMB100. These convertible bonds were due and repayable (including principal and interests) on 26 February 2008. The number of Shares converted is 1,616,729,400 Shares (including bonus Shares and additional Shares). On 22 June 2007, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2007] No. 7), the Bank issued 2,380,000,000 new RMB-denominated ordinary Shares to eight domestic corporate investors pursuant to a private placement.	Article 3 On 27 November 2000, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2000] No. 146), the Bank issued 350,000,000 RMB-denominated ordinary Shares pursuant to an initial public offering. These Shares were listed on the Shanghai Stock Exchange on 19 December 2000. On 27 February 2003, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2003] No. 13), the Bank issued convertible bonds of RMB4 billion at par value of RMB100. These convertible bonds were due and repayable (including principal and interests) on 26 February 2008. The number of Shares converted is 1,616,729,400 Shares (including bonus Shares and additional Shares). On 22 June 2007, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2007] No. 7), the Bank issued 2,380,000,000 new RMB-denominated ordinary Shares to eight domestic corporate investors pursuant to a private placement.	To supplement and amend the relevant provisions based on the issue of offshore preference Shares

No.	Original Article	Revised Article	Reasons for amendment
	On 21 October 2009, upon an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2009] No. 1104), the Bank issued 3,439,275,500 overseas listed foreign Shares (H Shares) of RMB1 each (including 117,569,500 over-allotted Shares) which were listed on The Stock Exchange of Hong Kong Limited on 26 November 2009 and 23 December 2009. On 26 March 2012, according to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2012] No. 211), the Bank further issued 1,650,852,240 overseas listed foreign Shares (H Shares) of RMB1 each which were listed on The Stock Exchange of Hong Kong Limited on 2 April 2012. On [•], according to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [•] No. [•]), the Bank is authorized to issue [•] preference Shares of RMB100 each through private placing. Those Shares were then transferred on [•] on [•].	On 21 October 2009, upon an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2009] No. 1104), the Bank issued 3,439,275,500 overseas listed foreign Shares (H Shares) of RMB1 each (including 117,569,500 over-allotted Shares) which were listed on The Stock Exchange of Hong Kong Limited on 26 November 2009 and 23 December 2009. On 26 March 2012, according to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2012] No. 211), the Bank further issued 1,650,852,240 overseas listed foreign Shares (H Shares) of RMB1 each which were listed on The Stock Exchange of Hong Kong Limited on 2 April 2012. On 14 December 2016, according to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2016] No. 2971), the Bank is authorised to issue 71,950,000 non-cumulative perpetual offshore preference Shares of RMB100 each through private placing. Those Shares were listed on The Stock Exchange of Hong Kong Limited on 15 December 2016.	

No.	Original Article	Revised Article	Reasons for amendment
	Chapter 3 Shares and Registered Capital	Chapter 3 Shares and Registered Capital	
3	Article 24 On [•], as approved by the approval authority of the State Council, the Bank issued [•] preference Shares through private placing.	Article 24 On 14 December 2016, as approved by the approval authority of the State Council, the Bank issued 71,950,000 non-cumulative perpetual offshore preference Shares through private placing.	To supplement and amend the relevant provisions based on the issuance of offshore preference Shares
4	Article 27 As at 1 July 2015, the Share capital of the Bank comprised 36,485,348,752 ordinary Shares in issue, including 29,551,769,344 domestically listed Shares and 6,933,579,408 H Shares, representing approximately 81.00% and 19.00% of the total issuable ordinary Shares of the Bank respectively, and [•] preference Shares in issue. The above calculation includes bonus Shares distributed by the Bank, Shares issued upon capitalization of capital reserve and Shares issued upon the exercise of convertible bonds by creditors up to 1 July 2015.	Article 27 As at 31 December 2016, the Share capital of the Bank comprised 36,485,348,752 ordinary Shares in issue, including 29,551,769,344 domestically listed Shares and 6,933,579,408 H Shares, representing approximately 81.00% and 19.00% of the total issuable ordinary Shares of the Bank, respectively, and 71,950,000 non-cumulative perpetual offshore preference Shares in issue. The above calculation includes bonus Shares distributed by the Bank, Shares issued upon capitalization of capital reserve and Shares issued upon the exercise of convertible bonds by creditors up to 31 December 2016.	To supplement and amend the relevant provisions based on the issuance of offshore preference Shares

No.	Original Article	Revised Article	Reasons for amendment
	(New chapter)	Chapter 7 The Party Organisation (Party Committee)	
5	(New article)	Article 60 The Committee of the Communist Party of China Minsheng Banking Corp., Ltd. (hereinafter the “ Party Committee ”) shall be established within the Bank. The Party Committee shall have one party secretary. The Party Committee shall consist of the party secretary, deputy secretaries and other members. Eligible members of the Party Committee can join the Board of Directors, the Supervisory Board and the senior management through legal procedures, while eligible members of the Board of Directors, the Supervisory Board and the senior management can also join the Party Committee in accordance with relevant rules and procedures. Meanwhile, Supervisory Board commission for discipline inspection shall be established in accordance with relevant requirements.	Based on Article 19 of the Company Law of the People’s Republic of China and the general requirement for inclusion of the Party construction work into the articles of association

No.	Original Article	Revised Article	Reasons for amendment
6	(New article)	Article 61 The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties: (1) to ensure and supervise the Bank's implementation of policies and guidelines of the Party and the State, and to implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organisations; (2) to strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel according to the requirement of modern corporate system and market competition, focusing on the standard, procedure, evaluation, recommendation and supervision, and to uphold the integration of the principle that the Party manages the officials with the function of the Board of Directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management, and establish quality talent team;	

No.	Original Article	Revised Article	Reasons for amendment
		(3) to research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions; to support the Shareholders' general meeting, the Board of Directors, the Supervisory Board and the senior management of the Bank in performing their duties in accordance with the law; to guide and urge the senior management to execute the resolutions of the Shareholders' general meeting and the Board of Directors and support the congress of employees in carrying out its work; (4) to assume the primary responsibility to strictly discipline the Party comprehensively, lead the Bank's ideological and political work, the united front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the labor union of the Bank and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, and support the Party discipline inspection commission in earnestly performing its supervisory responsibilities;	

No.	Original Article	Revised Article	Reasons for amendment
		(5) to strengthen the building of the Bank's grassroots Party organizations and of Party member teams, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank; (6) to assist the Bank in complying with the laws and regulations of China and various supervisory and management systems of supervisory authorities, support and facilitate the Bank to operate in compliance with the laws, protect the interest of Shareholders, customers and the Bank, and legal interests of the employees; (7) to handle other material matters that fall within the duty of the Party Committee.	

No.	Original Article	Revised Article	Reasons for amendment
	Chapter 7 Rights and Obligations of Shareholders	Chapter 8 Rights and Obligations of Shareholders	
7	Article 68 Shareholders of the Bank shall assume the following obligations: (1) to abide by laws, administrative regulations and the Articles of Association; (2) to pay subscription funds according to the number of Shares subscribed and the method of subscription; (3) not to withdraw the capital unless in circumstances as permitted by the applicable laws, administrative regulations and rules; (4) shall not abuse their rights to damage interests of the Bank or other Shareholders; Shareholders shall not abuse the independent legal person status of the Bank or the limited liability of Shareholders to damage the interests of creditors of the Bank. Shareholders shall bear the legal liability of compensation for damage to the Bank or other Shareholders by abusing of the Shareholders' rights.	Article 70 Shareholders of the Bank shall assume the following obligations: (1) to abide by laws, administrative regulations, regulatory requirements and the Articles of Association; (2) to pay subscription funds according to the number of Shares subscribed and the method of subscription; (3) not to withdraw the capital unless in circumstances as permitted by the applicable laws, administrative regulations and rules; (4) shall not abuse their rights to damage interests of the Bank or other Shareholders; Shareholders shall not abuse the independent legal person status of the Bank or the limited liability of Shareholders to damage the interests of creditors of the Bank. Shareholders shall bear the legal liability of compensation for damage to the Bank or other Shareholders by abusing of the Shareholders' rights.	Article 28 of the Interim Measures for Equity Management of Commercial Banks and Article 14 of the Guidelines on the Corporate Governance of Commercial Banks

No.	Original Article	Revised Article	Reasons for amendment
	Shareholders shall bear the several and joint liability for debt of the Bank for serious damage to interests of creditors of the Bank by abusing the independent legal person status of the Bank and the limited liability of Shareholders to evade debts. (5) if the capital adequacy ratio of the Bank falls below the statutory standard, the Shareholders shall support the measures put forward by the Board to increase the capital adequacy ratio; (6) the Bank shall identify and decide on liquidity squeeze by strictly following the payment risks requirements for commercial banks, as set forth by the banking regulatory authority under the State Council. If the possibility that the Bank will encounter liquidity squeeze arises, all Shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid;	Shareholders shall bear the several and joint liability for debt of the Bank for serious damage to interests of creditors of the Bank by abusing the independent legal person status of the Bank and the limited liability of Shareholders to evade debts. (5) if the capital adequacy ratio of the Bank falls below the statutory standard, the Shareholders shall support the measures put forward by the Board to increase the capital adequacy ratio; the substantial Shareholders shall replenish the Bank's capital when necessary, which forms a part of the Bank's capital planning; (6) the Bank shall identify and decide on liquidity squeeze by strictly following the payment risks requirements for commercial banks, as set forth by the banking regulatory authority under the State Council. If the possibility that the Bank will encounter liquidity squeeze arises, all Shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid;	

No.	Original Article	Revised Article	Reasons for amendment
	(7) Shareholders shall protect the interests of the Bank such that the terms of loans provided to its Shareholders shall not be more favorable than those provided to other borrowers if the loans concerned are in the same category. If any Shareholder ill-intentionally prevents the Bank's normal operation or interests by taking advantage of its Shareholder status, the Bank has the right to initiate a legal action at the competent People's Court to have such illegal activities stopped. The balancing of the loans a single Shareholder who has voting rights may take from the Bank shall not exceed 10% of the net capital of the Bank. For this purpose, the loans extended by the Bank to the affiliate(s) of the Shareholder who has voting rights are counted in as part of the loans extended to such Shareholder. A Shareholder's voting right is limited when he/she has overdue loans payable to the Bank.	(7) Shareholders shall protect the interests of the Bank such that the terms of loans provided to its Shareholders shall not be more favorable than those provided to other borrowers if the loans concerned are in the same category. If any Shareholder ill-intentionally prevents the Bank's normal operation or interests by taking advantage of its Shareholder status, the Bank has the right to initiate a legal action at the competent People's Court to have such illegal activities stopped. The balancing of the loans a single Shareholder who has voting rights may take from the Bank shall not exceed 10% of the net capital of the Bank. For this purpose, the loans extended by the Bank to the affiliate(s) of the Shareholder who has voting rights are counted in as part of the loans extended to such Shareholder. The voting right of a Shareholder (substantial Shareholder in particular) at general meetings as well as the voting rights of his/her representative directors at Board meetings is limited when he/she has overdue loans payable to the Bank.	

No.	Original Article	Revised Article	Reasons for amendment
	(8) to assume other obligations imposed by the applicable laws, administrative regulations and the Articles of Association. Ordinary Shareholders are not liable to make any further contribution to the Share capital other than as agreed by the subscriber of the relevant Shares at the time of subscription.	(8) Shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall have no rights to request to convene a general meeting, vote, nominate, propose resolutions or dispose; (9) for Shareholders who have made false statements, abused their rights of Shareholders or acted to damage the interests of a commercial bank, a banking regulatory authority of the State Council or its branches may restrict or prohibit related party transactions between the commercial bank and them, limit their Shareholding in the commercial bank and their proportion of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose resolutions or dispose; (10) to assume other obligations imposed by the applicable laws, administrative regulations and the Articles of Association. Ordinary Shareholders are not liable to make any further contribution to the Share capital other than as agreed by the subscriber of the relevant Shares at the time of subscription.	

No.	Original Article	Revised Article	Reasons for amendment
	Chapter 10 The Board of Directors	Chapter 11 The Board of Directors	
8	Article 150 Directors shall be elected by the Shareholders' general meeting and each office term of directors shall be three years. The office term of directors shall be renewable by re-election and reappointment upon expiration of their terms. The renewal term of independent directors shall not exceed six years.	Article 152 Directors shall be elected by the Shareholders' general meeting and each office term of directors shall be three years. The office term of directors shall be renewable by re-election and reappointment upon expiration of their terms. The renewal term of independent directors shall not exceed six years.	
9	Article 151 The election procedures of directors of the Bank shall be as follows: The previous Board shall submit a written resolution in the Shareholders' general meeting after an extensive consultation of the Shareholders. Biographies and basic information of the candidates shall be included in the resolution according to the relevant provisions of the Articles of Association.	Article 153 The general nomination and election procedure of directors of the Bank shall be as follows: (1) Subject to the number of board members stipulated in the Articles of Association and according to the number of directors to be elected, the previous session of the Board may propose a list of director candidates after an extensive consultation of the Shareholders; Shareholders who individually or jointly hold 3% or more of the total voting Shares of the Bank could also propose candidates to the Board of Directors.	Article 15 and Article 45 of the Guidelines on the Corporate Governance of Commercial Banks

No.	Original Article	Revised Article	Reasons for amendment
		(2) The Nomination Committee of the Board shall conduct a preliminary review on the qualifications and eligibility of the candidates for directors, and qualified candidates shall be considered and approved by the Board of Directors. Upon approval, the Board of Directors shall submit a written proposal for the candidates of directors to the Shareholders' general meeting. (3) Any director candidate shall, prior to the convening of the Shareholders' general meeting, make written undertakings that he agrees to accept the nomination, undertakes that the publicly disclosed information is true and complete, and warrants that he will effectively perform his duties and functions as a director after he is elected. (4) The Board of Directors shall disclose to Shareholders, in accordance with the laws, regulations and the Articles of Association, detailed information of the director candidates before the Shareholders' general meeting is convened, so that the Shareholders can have sufficient knowledge about the candidates before voting.	

No.	Original Article	Revised Article	Reasons for amendment
		(5) Each director candidate shall be voted on an one-by-one basis at the Shareholders' general meeting. (6) In case of urgent need of filling vacant position for directors, the Nomination Committee of the Board of Directors or Shareholders who are eligible to make nominations shall propose candidates to the Board of Directors for consideration and approval, and the candidates shall be voted and elected at the Shareholders' general meeting. (7) A Shareholder and its associates may not propose nomination for candidates of directors and supervisors simultaneously; where the director (supervisor) candidate proposed by a Shareholder and its associates has been elected as a director (supervisor), such Shareholder may not propose other supervisor (director) candidates before the expiry of the term of office or replacement of such elected director (supervisor); the number of director candidates nominated by a Shareholder and its associates shall not exceed one third of the total members of the Board of Directors in principle, except as otherwise prescribed by the State.	

No.	Original Article	Revised Article	Reasons for amendment
10	Article 152 The Board of Directors shall establish a Nomination Committee, which shall be responsible to consult Shareholders, collect the candidates nominated and examine whether the qualification of the candidate nominated is in line with requirements of directors of commercial banks specified by the Company Law, the Commercial Bank Law and relevant laws, administrative regulations and departmental rules. After the examination, the list of the candidates shall be submitted to the Board of Directors for its consideration. The Board of Directors shall propose the relevant resolutions to Shareholders' general meeting for voting. If there is any objection raised by Shareholders or the Supervisory Board regarding the list of candidates, the Shareholders or the Supervisory Board shall have the right to propose new resolution(s) in accordance with the provisions of the Articles of Association. The qualification of such candidate shall be examined by the Nomination Committee and reported to the Board of Directors. The Board of Directors shall decide whether the new resolution(s) shall be proposed in Shareholder's general meeting for consideration. The election of independent directors shall be made in accordance with the provisions of the Articles of Association.	Article 154 The Board of Directors shall establish a Nomination Committee, which shall be responsible to consult Shareholders, collect the candidates nominated and examine whether the qualification of the candidate nominated is in line with requirements of directors of commercial banks specified by the Company Law, the Commercial Bank Law and relevant laws, administrative regulations and departmental rules. After the examination, the list of the candidates shall be submitted to the Board of Directors for its consideration. The Board of Directors shall propose the relevant resolutions to Shareholders' general meeting for voting. If there is any objection raised by Shareholders or the Supervisory Board regarding the list of candidates, the Shareholders or the Supervisory Board shall have the right to propose new resolution(s) in accordance with the provisions of the Articles of Association. The qualification of such candidate shall be examined by the Nomination Committee and reported to the Board of Directors. The Board of Directors shall decide whether the new resolution(s) shall be proposed in Shareholder's general meeting for consideration. The election of independent directors shall be made in accordance with the provisions of the Articles of Association.	Article 15 and Article 45 of the Guidelines on the Corporate Governance of Commercial Banks

No.	Original Article	Revised Article	Reasons for amendment
11	Article 157 Directors shall devote sufficient time to perform their duties. Directors shall attend at least two-thirds of the meeting of the Board of Directors in person. Directors failing to attend the meeting of the Board of Directors twice consecutively or failing to attend the meeting without assigning other directors to attend for them shall be deemed as unable to perform their duties and the Board of Directors shall suggest the Shareholders' general meeting to remove them.	Article 159 Directors shall devote sufficient time to perform their duties. Directors shall attend at least two-thirds of the meeting of the Board of Directors in person. Directors failing to attend the meeting of the Board of Directors twice consecutively or failing to attend the meeting without assigning other directors to attend for them shall be deemed as unable to perform their duties and the Board of Directors shall suggest the Shareholders' general meeting to remove them. Independent Directors shall devote at least 15 working days a year for the Bank. Directors who serve as the chairmen of the Audit Committee, the Related Party Transaction Supervision Committee and the Risk Management Committee shall devote at least 25 working days a year for the Bank.	Article 55 of the Guidelines on the Corporate Governance of Commercial Banks

No.	Original Article	Revised Article	Reasons for amendment
12	Article 162 An Independent Director shall fulfill the following general qualifications: (1) obtains qualifications to serve as a director of a listed commercial bank in accordance with the laws, administrative regulations and other relevant provisions; (2) obtains university education or above, or obtains relevant middle professional qualifications or above; (3) fulfills the independence requirement specified in the Articles of Association; (4) is equipped with a basic knowledge of the operation of listed commercial banks, and is familiar with relevant laws, administrative regulations, rules and regulations; and is able to read, understand and analyze commercial bank's credit statistics and financial statements; (5) has more than five years of legal, economic, commercial banking or other working experience required for fulfilling responsibilities of independent directors; (6) obtains other qualifications to serve as directors specified in the Articles of Association; and	Article 164 An Independent Director shall fulfill the following general qualifications: (1) obtains qualifications to serve as a director of a listed commercial bank in accordance with the laws, administrative regulations and other relevant provisions; (2) obtains university education or above, or obtains relevant middle professional qualifications or above; (3) fulfills the independence requirement specified in the Articles of Association; (4) is equipped with a basic knowledge of the operation of listed commercial banks, and is familiar with relevant laws, administrative regulations, rules and regulations; (5) is able to read, understand and analyze commercial bank's credit statistics and financial statements; (6) has more than five years of legal, economic, commercial banking or other working experience required for fulfilling responsibilities of independent directors; (6) obtains other qualifications to serve as directors specified in the Articles of Association; and	To supplement and modify the qualifications of independent directors and applicable criteria of their independence based on the requirements of regulatory authorities and the stock exchange on which the Shares of the Company are listed

No.	Original Article	Revised Article	Reasons for amendment
	(7) meets the requirements of the Hong Kong Listing Rules regarding the qualifications of independent directors.	(7) meets the requirements of domestic and overseas regulatory authorities and the relevant Listing Rules regarding the qualifications of independent directors, and obtains other qualifications to serve as directors specified in the Articles of Association.	
13	Article 163 Independent Directors shall be independent persons, and the following persons shall not serve as independent directors: (1) Employees of the Bank and their immediate relatives and main social relationship (immediate relatives are referred to as spouse, parents, children, etc.; main social relationship are referred to as brothers and sisters, parents-in-law, son-in-laws, daughter-in-law, spouse of brothers and sisters, and brothers and sisters of spouses, etc.); (2) Natural person Shareholders directly or indirectly holding 1% or more of the total voting Shares of the Bank or being the top ten Shareholders of the Bank and their immediate relatives; (3) Employees of the Shareholders directly or directly holding 5% or more of the total voting Shares of the Bank or being the top five Shareholders of the Bank and their immediate relatives;	Article 165 Independent Directors shall be independent persons, and the following persons shall not serve as independent directors: (1) Employees of the Bank and their immediate relatives and main social relationship (immediate relatives are referred to as spouse, parents, children, etc.; main social relationship are referred to as brothers and sisters, parents-in-law, son-in-laws, daughter-in-law, spouse of brothers and sisters, and brothers and sisters of spouses, etc.); (2) Natural person Shareholders directly or indirectly holding 1% or more of the total voting Shares of the Bank or being the top ten Shareholders of the Bank and their immediate relatives; (3) Employees of the Shareholders directly or directly holding 5% or more of the total voting Shares of the Bank or being the top five Shareholders of the Bank and their immediate relatives;	To supplement and modify the qualifications of independent directors and applicable criteria of their independence based on the requirements of regulatory authorities and the stock exchange on which the Shares of the Company are listed

No.	Original Article	Revised Article	Reasons for amendment
	(4) Persons have had the circumstances cited in the preceding three paragraphs within the latest one year; (5) Staff providing financial, legal, consultation or other services to the Bank; (6) Persons not allowed to serve as independent directors by China Securities Regulatory Commission and CBRC; and (7) Persons not allowed to serve as independent directors by laws, regulations and provisions of the Articles of Association.	(4) Persons have had the circumstances cited in the preceding three paragraphs within the latest one year; (5) Staff providing financial, legal, consultation or other services to the Bank; (6) Persons not allowed to serve as independent directors by the banking regulatory authority of the State Council and the securities regulatory authority of the State Council; and (7) Persons not allowed to serve as independent directors by laws, regulations, normative documents and provisions of the Articles of Association.	
14	Article 164 Independent Directors shall be nominated, elected and replaced in accordance with the following requirements: (1) Candidates of independent Directors may be nominated by any Shareholder(s) holding 1% or more of the total voting Shares of the Bank individually or collectively, the Board of Directors or the Supervisory Board of the Bank and shall be elected by the Shareholders' general meeting.	Article 166 Independent Directors shall be nominated, elected and replaced in accordance with the following requirements: (1) Candidates of independent Directors may be nominated by any Shareholder(s) holding 1% or more of the total voting Shares of the Bank individually or collectively, the Board of Directors or the Supervisory Board of the Bank and shall be elected by the Shareholders' general meeting. A Shareholder who has already nominated the candidate for director shall have no right to nominate an independent director.	Article 46 of the Guidelines on the Corporate Governance of Commercial Banks

No.	Original Article	Revised Article	Reasons for amendment
	(2) Nominators shall seek the consent of the nominees prior to the nomination; possess full acquaintance of the occupation, education level, professional qualification, detailed working experiences and all part-time jobs of the nominees; and provide opinions regarding the nominees' qualification and independence to serve as independent Directors. Nominees shall make a public statement that he/she has no relation with the Bank which may interfere his/her independent and objective judgment. Before convening the Shareholders' general meeting for the election of independent Directors, the Board of Directors of the Bank shall announce the above information as required.	(2) Nominators shall seek the consent of the nominees prior to the nomination; possess full acquaintance of the occupation, education level, professional qualification, detailed working experiences and all part-time jobs of the nominees; and provide opinions regarding the nominees' qualification and independence to serve as independent Directors. Nominees shall make a public statement that he/she has no relation with the Bank which may interfere his/her independent and objective judgment. Appointment of independent directors shall follow the market principle, and the Nomination Committee of the Board shall examine the qualifications of the nominated candidates for independent director, mainly considering their independence, expertise, experience and capabilities, etc. Before convening the Shareholders' general meeting for the election of independent Directors, the Board of Directors of the Bank shall announce the above information as required.	

No.	Original Article	Revised Article	Reasons for amendment
	(3) Before convening the Shareholders' general meeting for the election of independent Directors, the Bank shall submit all information of the nominees to China Securities Regulatory Commission, regulatory agencies of China Securities Regulatory Commissions in the locations of the Bank, stock exchanges on which the Shares of the Bank are listed and CBRC. If there is objection raised by the Board of Directors regarding to the nominees, the written opinions of the Board of Directors shall also be submitted at the same time. Nominees disagreed by China Securities Regulatory Commissions may be selected as candidates of directors of the Bank but not candidates of independent Directors. The Board of Directors shall illustrate whether candidates of independent Directors are disagreed by China Securities Regulatory Commissions in the Shareholders' general meeting for election of independent Directors.	(3) Before convening the Shareholders' general meeting for the election of independent Directors, the Bank shall submit all information of the nominees to the banking regulatory authority of the State Council, the securities regulatory authority of the State Council, the local branch of the securities regulatory authority of the State Council in the locations of the Bank and stock exchanges on which the Shares of the Bank are listed. If there is objection raised by the Board of Directors regarding to the nominees, the written opinions of the Board of Directors shall also be submitted at the same time. Nominees disagreed by the regulatory authorities may be selected as candidates of directors of the Bank but not candidates of independent Directors. The Board of Directors shall illustrate whether candidates of independent Directors are disagreed by regulatory authorities in the Shareholders' general meeting for election of independent Directors.	

No.	Original Article	Revised Article	Reasons for amendment
15	Article 165 The office term of independent Directors shall be the same with other directors of the Bank. The office term of independent Directors shall be renewable upon re-election and reappointment upon its expiration. The renewal term of independent Directors shall not exceed six years.	Article 167 The office term of independent Directors shall be the same with other directors of the Bank. The office term of independent Directors shall be renewable upon re-election and reappointment upon its expiration. The term of office of an independent Director of the Bank shall not be more than six years on an aggregated basis. An independent Director shall not concurrently hold positions in more than two commercial banks.	Article 47 and Article 50 of the Guidelines on the Corporate Governance of Commercial Banks
16	Article 168 In addition to the powers conferred by the Company Law and other relevant laws, administrative rules and departmental regulations, independent Directors shall be also conferred by the Bank the following particular powers: (1) approve any material and substantial material related party transactions prior to discussion by the Board of Directors; and prior to making any judgment, appoint intermediary agencies to issue independent financial advisor report as the basis for their judgment; (2) propose the Board of Directors to appoint or remove an accounting firm; (3) propose to the Board of Directors to convene an extraordinary meeting of the Shareholders;	Article 170 In addition to the powers conferred by the Company Law and other relevant laws, administrative rules and departmental regulations, independent Directors shall be also conferred by the Bank the following particular powers: (1) approve any material and substantial material related party transactions prior to discussion by the Board of Directors; and prior to making any judgment, appoint intermediary agencies to issue independent financial advisor report as the basis for their judgment; (2) propose the Board of Directors to appoint or remove an accounting firm; (3) propose to the Board of Directors to convene an extraordinary meeting of the Shareholders;	To revise the standards of related party transactions based on regulatory requirements

No.	Original Article	Revised Article	Reasons for amendment
	(4) propose to convene a meeting of the Board of Directors; (5) appoint independent external audit and advisory bodies; (6) determine the effect of the issuance of preference Shares on the equity interest of Shareholders of all classes; and (7) collect the voting rights of Shareholders publicly before the Shareholders' general meeting. Independent Directors' exercising of these powers shall be agreed by 50% or more of the independent Directors. If any of the above suggestions is not accepted or any of the above powers is unable to be exercised, the Bank shall make appropriate disclosures.	(4) propose to convene a meeting of the Board of Directors; (5) appoint independent external audit and advisory bodies; (6) determine the effect of the issuance of preference Shares on the equity interest of Shareholders of all classes; and (7) collect the voting rights of Shareholders publicly before the Shareholders' general meeting. Independent Directors' exercising of these powers shall be agreed by 50% or more of the independent Directors. If any of the above suggestions is not accepted or any of the above powers is unable to be exercised, the Bank shall make appropriate disclosures.	
17	Article 169 In addition to the above duties, independent Directors shall provide their independent opinions on the following matters at the meeting of the Board of Directors or the Shareholders' general meeting: (1) Nomination, appointment and removal of any director; (2) Appointment and dismissal of any senior management; (3) Remuneration of directors and senior managements;	Article 171 In addition to the above duties, independent Directors shall provide their independent opinions on the following matters at the meeting of the Board of Directors or the Shareholders' general meeting: (1) Nomination, appointment and removal of any director; (2) Appointment and dismissal of any senior management; (3) Profit distribution plan;	Article 54 of the Guidelines on the Corporate Governance of Commercial Banks

No.	Original Article	Revised Article	Reasons for amendment
	(4) Major and substantial related party transactions between Shareholders, beneficial owners and their associates as a party and the Bank as another party, and the effectiveness of the measures taken by the Bank to collect receivables; (5) Matters deemed by independent Directors that may harm the interests of minority Shareholders; and (6) Other matters stipulated in the provisions of the Articles of Association.	(4) Remuneration of directors and senior managements; (5) Legitimacy and fairness of major and substantial related party transactions between Shareholders, beneficial owners and their associates as a party and the Bank as another party, and the effectiveness of the measures taken by the Bank to collect receivables; (6) Appointment of external auditors; (7) Matters which may lead to material loss as of the Bank; (8) Matters deemed by independent Directors that may harm the interests of depositors, minority Shareholders and lawful rights and interests of other stakeholders; (9) Other matters stipulated in the laws, regulations and normative documents and the provisions of the Articles of Association.	

No.	Original Article	Revised Article	Reasons for amendment
18	Article 181 The Bank shall manage its related party transactions strictly according to regulations of relevant departments of CBRC. Related party transactions are referred to as following activities involve transfer of resources or responsibilities between the Bank and related parties: (1) granting credits; (2) transfer of assets; (3) providing services; and (4) other related transactions specified by CBRC.	Article 183 The Bank shall manage its related party transactions strictly according to regulations of the regulatory authorities. Related party transactions are referred to as following activities involve transfer of resources or responsibilities between the Bank and related parties: (1) granting credits; (2) transfer of assets; (3) providing services; and (4) other related party transactions specified by the banking regulatory authority of the State Council, listing rules of the Shanghai Stock Exchange, Listing Rules of the Hong Kong Stock Exchange and other laws, regulations and regulatory authorities.	To redefine different types of related party transactions based on regulatory requirements

No.	Original Article	Revised Article	Reasons for amendment
19	Article 182 According to the net capital and operating circumstances of the Bank, related party transactions of the Bank shall be classified into general related party transactions, material related party transactions and substantial related party transactions. A general related party transaction shall refer to a transaction between the Bank and a single related party with an amount of no more than 1% of the net capital of the Bank and the balance of the transactions between the Bank and the related party after such transaction constituting no more than 5% of the net capital of the Bank. General related party transactions shall be approved by the Bank in accordance with internal authorization procedures and reported to Related Party Transaction Supervision Committee for filing. General related party transactions may also follow the authorization procedure of material related party transactions.	Article 184 According to the net capital and operating circumstances of the Bank, related party transactions of the Bank shall be classified into general related party transactions and material related party transactions and substantial related party transactions. A general related party transaction shall refer to a transaction between the Bank and a single related party with an amount of 1% or below of the net capital of the Bank and the balance of the transactions between the Bank and the related party after such transaction constituting no more than 5% of the net capital of the Bank. General related party transactions shall be approved by the Bank in accordance with internal authorization procedures and reported to Related Party Transaction Supervision Committee for filing. General related party transactions may also follow the authorization procedure of material related party transactions.	To revise the standards of related party transactions based on regulatory requirements

No.	Original Article	Revised Article	Reasons for amendment
	A material related party transaction shall refer to a transaction between the Bank and a single related party with an amount of no less than 1% of the net capital of the Bank or the balance of the transactions between the Bank and the related party after such transaction constituting no less than 5% of the net capital of the Bank. Material related party transactions shall be reviewed by Related Party Transaction Supervision Committee of the Bank and approved by the Board of Directors. A substantial related party transaction shall refer to a transaction between the Bank and a single related party with an amount of no less than 5% of the net capital of the Bank or the balance of the transactions between the Bank and the related party after such transaction constituting no less than 10% of the net amount of the Bank's capital. Substantial related party transactions shall be approved by the Shareholders' general meeting.	A material related party transaction shall refer to a transaction between the Bank and a single related party with an amount of no-less more than 1% of the net capital of the Bank or the balance of the transactions between the Bank and the related party after such transaction constituting no-less more than 5% of the net capital of the Bank. Material related party transactions shall be reviewed by Related Party Transaction Supervision Committee of the Bank and approved by the Board of Directors. A substantial related party transaction shall refer to a transaction between the Bank and a single related party with an amount of no less than 5% of the net capital of the Bank or the balance of the transactions between the Bank and the related party after such transaction constituting no less than 10% of the net amount of the Bank's capital. Substantial related party transactions shall be approved by the Shareholders' general meeting. For related party transactions subject to the approval of Shareholders' general meeting, the procedures in accordance with the requirements of the regulatory authorities and relevant provisions of the Articles of Association shall be performed.	

No.	Original Article	Revised Article	Reasons for amendment
20	Article 183 The Board of Directors of the Bank shall establish special committees, including Strategic Development and Investment Management Committee, Risk Management Committee, Audit Committee, Related Party Transaction Supervision Committee, Nomination Committee, and Remuneration and Assessment Committee. Each special committee shall be composed of no less than three members. The convener of Audit Committee, Related Party Transaction Supervision Committee, Nomination Committee and Remuneration and Assessment Committee shall be acted by independent directors. Audit Committee and Related Party Transaction Supervision Committee shall include at least one independent director who is an accounting professional.	Article 185 The Board of Directors of the Bank shall establish special committees, including Strategic Development and Investment Management Committee, Risk Management Committee, Audit Committee, Related Party Transaction Supervision Committee, Nomination Committee, and Remuneration and Assessment Committee. Each special committee shall be composed of no less than three members. The convener of Audit Committee, Related Party Transaction Supervision Committee, Nomination Committee and Remuneration and Assessment Committee shall be acted by independent directors. Audit Committee and Related Party Transaction Supervision Committee shall include at least one independent director who is an accounting professional.	Based on the requirements of regulatory authorities

No.	Original Article	Revised Article	Reasons for amendment
21	Article 184 The main functions and duties of Strategic Development and Investment Management Committee shall be as follows: (1) studying and formulating long term development strategies and long and medium term development outlines of the Bank, and advising to the Board of Directors, including but not limited to studying and formulating long and medium term strategic objectives of the Bank; studying on the business model of operation and development of the Bank and formulating development direction and operational structure of the Bank; studying and formulating plans and channels for capital replenishment, including profit distribution policy and annual profit distribution plan based on the development objectives; studying and formulating proposals of corporate structure of the Bank based on the strategic plans of the Bank and suggestions of the President; studying and formulating development plans of branches of the Bank, including overseas development plans, based on the strategic plans of the Bank and suggestions of the President; and studying and formulating the objectives and measures of information technology based on the strategic plans of the Bank and suggestions of the President;	Article 186 The main functions and duties of Strategic Development and Investment Management Committee shall be as follows: (1) studying and formulating long term development strategies and long and medium term development outlines of the Bank, and advising to the Board of Directors, including but not limited to: 1. studying and formulating strategic objectives of the Bank for the long and medium term; 2. studying on the business model of operation and development of the Bank and formulating the development direction and operational structure of the Bank; 3. studying and formulating plans and channels for capital replenishment, including profit distribution policy and annual profit distribution plan based on the development objectives;	Based on the actual situation of the Bank and present requirements of the terms of reference of each special committee

No.	Original Article	Revised Article	Reasons for amendment
	(2) supervising and evaluating the implementation of the strategies and providing proposals; (3) providing proposals for adjusting the strategies based on the changes of operating environment; (4) studying and formulating relevant systems for investments; proposing suggestions and plans for material investment decisions of the Bank (including investments in fixed assets and equities); and implementing a centralized management of subsidiaries of the Bank; (5) studying and formulating relevant systems for merger and acquisition; studying strategies for merger and acquisition and suggesting implementation proposals, including merging targets, acquisition methods and reorganization; (6) studying and formulating diversified operation and development model; studying and formulating the establishment and management model of a financial group; (7) studying and implementing other major issues relevant to the development strategies of the Bank.	4. studying and formulating proposals of the internal corporate structure of the Bank based on the strategic plans of the Bank and suggestions of the President; 5. studying and formulating development plans of branches of the Bank, including overseas development plans, based on the strategic plans of the Bank and suggestions of the President; 6. studying and formulating the objectives and measures of information technology based on the strategic plans of the Bank and suggestions of the President. (2) supervising and evaluating the implementation of the strategies and providing proposals; (3) providing proposals for adjusting the strategies based on the changes of operating environment; (4) studying and formulating relevant systems for investments; proposing suggestions and plans for material investment decisions of the Bank (including investments in fixed assets and equities);	

No.	Original Article	Revised Article	Reasons for amendment
		(5) taking change of the consolidation management of the Bank and its subsidiaries, including but not limited to the following duties: 1. formulating the general framework of the consolidation management of the Group; 2. considering and approving the basic system of consolidation management, approving important matters of consolidation management and supervising its implementation; 3. establishing a regular examination and evaluation mechanism for consolidation management in accordance with the scale, nature and business of the Group; 4. other duties related to consolidation management as stipulated by laws, regulations, rules and the Articles of Association.	

No.	Original Article	Revised Article	Reasons for amendment
		(6) studying and formulating relevant systems for merger and acquisition; studying strategies for merger and acquisition and suggesting implementation proposals, including merging targets, acquisition methods and reorganization; (7) studying and formulating diversified operation and development model; studying and formulating the establishment and management model of a financial group; (8) studying and implementing other major issues relevant to the development strategies of the Bank.	
22	Article 186 The main functions and duties of Audit Committee shall be as follows: (1) providing suggestions on the engagement or replacement of external auditors; (2) supervising the internal audit system of the Bank and its implementation; (3) facilitating the communications between internal auditors and external auditors of the Bank; (4) reviewing the financial information and its disclosure of the Bank; (5) reviewing internal control system of the Bank.	Article 188 The main functions and duties of Audit Committee shall be as follows: (1) providing suggestions on the engagement or replacement of external auditors, approving remuneration and terms of engagement of the external auditors, and dealing with issues regarding the appointment and dismissal of the external auditors.	Based on the actual situation of the Bank and present requirements of the terms of reference of each special committee

No.	Original Article	Revised Article	Reasons for amendment
		(2) reviewing and monitoring the independence and objectiveness of the external auditors and the effectiveness of the audit process; the Audit Committee shall, prior to the commencement of an audit, discuss with the external auditors the nature and scope of the audit as well as the reporting duties first. (3) formulating and implementing policies for the provision of non-audit services by the external auditors. (4) reviewing the financial and accounting policies and practices of the Bank. (5) approving the annual budget and final accounts of the Company. (6) reviewing the quarterly, interim and annual financial reports of the Bank to be disclosed, giving advice on the truthfulness, completeness and accuracy of the information in the financial reports, and paying specific attention to the followings: (i) any changes in accounting policies and practices;	

No.	Original Article	Revised Article	Reasons for amendment
		(ii) matters involving significant judgments; (iii) material accounting adjustments resulting from auditing; (iv) the assumption of continuity management and other reserved opinions; (v) whether or not complying with the accounting standards; and (vi) whether or not complying with rules on financial reporting places where the Bank is listed and other laws and regulations of the place of listing. (7) With respect to item (6) above: (i) members of the Audit Committee shall communicate with the Board of Directors and the senior management and have meeting with the external auditors at least twice per year; and	

No.	Original Article	Revised Article	Reasons for amendment
		(ii) the Audit Committee shall consider any material or unusual matters reflected or may need to be reflected in relevant reports, and shall consider carefully any matters brought up by the personnel responsible for accounting and financial reporting or by the auditors. (8) facilitating the communications between internal auditors and external auditors of the Bank. (9) reviewing the annual report on the amount of bad debts written off. (10) reviewing the internal auditing rules, mid- and long term auditing plan and annual working plan of internal audit. (11) guiding the internal audit and supervising the implementation of internal audit system, and ensuring that sufficient internal resources are assigned and appropriate attention is paid to the internal audit function of the Company. (12) evaluating the performance of internal audit department and its principal person(s) in charge.	

No.	Original Article	Revised Article	Reasons for amendment
		(13) monitoring the operation management to make rectify problems identified by the internal audit, reviewing management suggestions by the external auditing firm to the operation management in respect of accounting records, financial accounts or internal control system and coordinating the operation management to respond to such suggestions, and ensuring the Board of Directors to respond to the suggestions to the management by the external auditing firm in a timely manner. (14) monitoring the construction of internal control system of the Company and organizing self-evaluation of the internal control of the Bank. (15) discussing with the management on the internal control system and ensuring that the management has fulfilled its responsibility to establish an effective internal control system, including sufficiency of necessary resources, qualification and experience of accounting and financial reporting personnel, and the plans and budget for training of relevant employees.	

No.	Original Article	Revised Article	Reasons for amendment
		(16) reviewing arrangements on raising concerns about possible irregularities of financial reporting, internal control and other matters by staff of the Bank in confidentiality. The Committee shall ensure that proper arrangements are made by the Company for impartial and independent investigation over the relevant issues and necessary follow-ups. (17) monitoring the relationship between the Bank and external auditors as the principal representative. (18) performing responsibilities specified by the laws, regulations and the listing rules of the places where the Bank is listed. (19) handling other matters relating to the functions and duties of the Committee authorized by the Board of Directors.	

No.	Original Article	Revised Article	Reasons for amendment
23	Article 187 The main functions and duties of Related Party Transaction Supervision Committee shall be as follows: (1) managing the Bank's related party transactions according to laws and regulations, and formulating relevant management systems for related party transactions; (2) identifying the Bank's related parties according to laws and regulations, and reporting to the Board of Directors and the Supervisory Board; (3) identifying related party transactions of the Bank according to laws, regulations and provisions of these Articles of Association. (4) reviewing the Bank's related party transactions according to laws and regulations and under the commercial principle of fairness and justice. (5) independent directors shall submit written reports for the fairness and the internal approval procedures of material and substantial related party transactions;	Article 189 The main functions and duties of Related Party Transaction Supervision Committee shall be as follows: (1) managing the Bank's related party transactions according to laws, administrative regulations, regulatory requirements of the competent regulatory authorities and stock exchanges, national unified accounting system, the International Accounting Standards and the Articles of Association and formulating relevant management systems for related party transactions, which shall be implemented upon approval by the Shareholders' general meeting or the meeting of the Board of Directors. (2) reviewing and identifying the Bank's related parties according to laws, administrative regulations, regulatory requirements of the competent regulatory authorities and the stock exchanges, national unified accounting system, the International Accounting Standards and the Articles of Association and reporting to the Board of Directors and the Supervisory Board, and also revealing to the management of the Bank in a timely manner.	Based on the actual situation of the Bank and present requirements of the terms of reference of each special committee

No.	Original Article	Revised Article	Reasons for amendment
	(6) material related party transactions of the Bank shall be examined by the Related Party Transaction Supervision Committee and approved by the Board of Directors. Substantial related party transactions or related party transactions with the amount exceeding the cap authorized by Shareholder's general meeting to the Board of Directors shall be approved by the Shareholders' general meeting; (7) reviewing the information disclosures of the Bank's material related party transactions.	(3) identifying related party transactions of the Bank according to laws, administrative regulations, regulatory requirements of the competent regulatory authorities and stock exchanges, national unified accounting system, the International Accounting Standards and the Articles of Association, and confirming approval procedures and standards. (4) reviewing the Bank's related party transactions with a related person with a trading amount more than RMB300,000. (5) reviewing the Bank's related party transactions with a related legal person with a trading amount more than 0.5% of the absolute value of the latest audited net assets of the Bank. (4) reviewing related party transactions subject to approval of the Committee according to the approval procedures and standards. (5) reviewing related party transactions subject to approval of the meeting of Board of Directors or Shareholders' general meeting according to the approval procedures and standards.	

No.	Original Article	Revised Article	Reasons for amendment
		(6) reviewing the information disclosures of related party transactions. (7) functions and duties required by laws and regulations of listing place and Listing Rules. (7) performing other functions and duties authorized by Board of Directors according to laws of the places where the Bank is listed, administrative regulations, regulatory requirements of the competent regulatory authorities and stock exchanges, national unified accounting system, the International Accounting Standards and the Articles of Association.	

No.	Original Article	Revised Article	Reasons for amendment
24	Article 188 The main functions and duties of Nomination Committee shall be as follows: (1) studying standards and procedures for the election of directors and president and providing suggestions; (2) identifying qualified candidates for directors and president; (3) examining candidates for directors and president and providing suggestions.	Article 190 The main functions and duties of Nomination Committee shall be as follows: (1) reviewing the structure, composition and diversity of members of the Board of Directors (including but not limited to the gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) and making suggestions to the Board of Directors for execution of the corporate strategy of the Bank annually; (2) studying and formulating selection procedures and standards of appointment of directors and senior management of the head office of the Bank and making suggestions to the Board of Directors. When identifying appropriate candidates for directors, the value of the relevant candidates shall be considered, while objective conditions should be fully examined for the benefit of the diversity of members of the Board of Directors; (3) identifying qualified candidates for directors and the senior management of the head office of the Bank;	Based on the actual situation of the Bank and present requirements of the terms of reference of each special committee

No.	Original Article	Revised Article	Reasons for amendment
		(4) identifying and selecting outstanding candidates for operation management widely and making suggestions to senior management of the head office of the Bank on candidates for departments of the head office, senior management of branches and senior technical experts; (5) conducting preliminary review on the qualification of candidates for directors and senior management of the head office and making suggestions to the Board of Directors; (6) examining the qualification of candidates for independent Directors in terms of independence, professional knowledge, experience and capability; (7) examining the independence and performance of duties of independent directors on a regular basis; (8) examining the qualification of candidates for chief specialists of the Bank, presidents of branches, president of business unit, financial officer and chairman of the board of directors, chairman of the supervisory board and general manager proposed for affiliates before appointments;	

No.	Original Article	Revised Article	Reasons for amendment
		(9) formulating work procedures for alternative directors and senior management of the head office under special circumstances, and nominating candidates for alternative officers as appropriate; (10) guiding and supervising the establishment of a comprehensive talent pool for development and management staff of the Bank; (11) reviewing the time required for Directors to perform their duties on a regular basis; (12) reviewing the diversification policy for the composition of the Board of Directors, the measureable objectives set up for executing the diversification policy and the fulfillment of such objectives as appropriate, and making disclosure of the review results annually in the “Corporate Governance Report”; (13) performing responsibilities specified by the laws, regulations and the listing rules of the places where the Bank is listed; (14) handling other matters relating to the functions and duties of the Committee authorised by the Board of Directors.	

No.	Original Article	Revised Article	Reasons for amendment
25	Article 189 The main functions and duties of Remuneration and Assessment Committee shall be as follows: (1) studying the assessment standard of directors and senior management; carrying out assessments and providing suggestions; (2) studying and examining the remuneration policies and proposals for directors and senior management; (3) studying the Share incentive plans of the Bank and their implementation and providing relevant suggestions.	Article 191 The main functions and duties of Remuneration and Assessment Committee shall be as follows: (1) studying and designing the remuneration policies, remuneration systems and proposals for directors and senior management of the head office, making suggestions to the Board of Directors with respect to the establishment of standard and transparent procedures for the formulation of remuneration policies, and supervising the implementation of the remuneration policies, systems and proposals; (2) studying and designing the standards and proposals for the assessment of performance of directors and senior management of the head office; (3) studying and formulating due diligence assessment systems of directors and senior management of the head office, making suggestions to the Board of Directors, and performing assessment on a regular basis; (4) studying and determining the post ranking and salary scale of senior management of the head office;	Based on the actual situation of the Bank and present requirements of the terms of reference to each special committee

No.	Original Article	Revised Article	Reasons for amendment
		(5) studying and designing the Share incentive schemes of the Bank and its affiliates and their implementation; (6) reviewing material remuneration policies of the Bank, making improvement suggestions and supervising their implementation; (7) studying and designing resignation policies for directors and senior management of the head office; (8) determining the package of incentives and penalties for Directors and senior management of the head office, including non-monetary interests, pension rights and amounts of compensation (including compensations for loss or dismissal or termination of office or appointment not due to misconducts), and making suggestions to the Board of Directors;	

No.	Original Article	Revised Article	Reasons for amendment
		(9) reviewing and approving compensation arrangements with respect to directors and senior management for their loss or termination of office or appointment, or dismissal or removal due to misconducts, to ensure that such compensation arrangements are in accordance with terms in relevant contracts; if the arrangements fail to comply with the terms of the contracts, the compensation must also be fair and reasonable; (10) performing responsibilities specified by the laws, regulations and the listing rules of the places where the Bank is listed; (11) handling other matters authorised by the Board of Directors.	
26	Article 192 Extraordinary meeting of the Board of Directors may be convened by Shareholders representing more than one tenth of voting rights, the chairman, the president and more than one third of directors or the Supervisory Board. The chairman shall convene and preside over the extraordinary meeting of the Board of Directors within 10 days after receiving such request.	Article 194 Extraordinary meeting of the Board of Directors may be convened by Shareholders representing more than one tenth of voting rights, the chairman, the president, and more than one third of directors, or the Supervisory Board, more than half of independent directors or supervisory departments. The chairman shall convene and preside over the extraordinary meeting of the Board of Directors within 10 days after receiving such request.	Based on the actual situation of the Bank and the present requirements of the Rules of Procedures of the Board of the Bank

No.	Original Article	Revised Article	Reasons for amendment
27	Article 193 The notice of an extraordinary meeting of the Board of Directors convened by the Board of Directors of the Bank shall be sent in written form, including registered post, telegram, telex and facsimile with confirmation. The notice shall be served on attendees one working day prior to the meeting.	Article 195 The notice of an extraordinary meeting of the Board of Directors convened by the Board of Directors of the Bank shall be sent in written form, including email , registered post, telegram, telex and facsimile with confirmation. The notice shall be served on attendees five working days prior to the meeting.	Based on the actual situation of the Bank and the present requirements of the Rules of Procedures of the Board of the Bank
28	Article 195 Meetings of the Board of Directors shall be held only if one-half or more of the directors are present. Resolutions of the Board of Directors shall be approved and adopted by more than half of all directors. Each director shall have one vote. Where the number of votes cast for and against a resolution is equal, the chairman of the Board shall have the deciding vote. Resolutions regarding material events including profit distribution, material investments and disposal of major assets, engagement or dismissal of senior management shall not be voted by communication and shall be approved and adopted by more than two thirds of all directors.	Article 197 Meetings of the Board of Directors shall be held only if one-half or more of the directors are present. Resolutions of the Board of Directors shall be approved and adopted by more than half of all directors. Each director shall have one vote. Where the number of votes cast for and against a resolution is equal, the chairman of the Board shall have the deciding vote. Resolutions regarding material events including profit distribution, material investments and disposal of major assets, engagement or dismissal of senior management, capital replenishment proposal, major Shareholding changes and financial restructuring , shall not be voted by communication and shall be approved and adopted by more than two thirds of all directors.	Article 29 of the Guidelines on the Corporate Governance of Commercial Banks

No.	Original Article	Revised Article	Reasons for amendment
29	Article 197 The resolution of the Board of Directors shall be voted in form of disclosed ballot. The meetings of the Board of Directors may be held and the resolution may be voted by communication on the basis that directors' opinions can be expressed adequately. Directors attend to the meeting of the Board of Directors shall sign their name on such resolution.	Article 199 The resolution of the Board of Directors shall be voted in form of disclosed ballot. The meetings of the Board of Directors may be held and the resolution may be voted by communication on the basis that directors' opinions can be expressed adequately. Directors attend to the meeting of the Board of Directors shall sign their name on such resolution.	
30	Article 198 Directors shall attend the meeting of the Board of Directors in person. If a director cannot attend the meeting in person due to some reason, he/she may entrust another director in writing to attend the meeting on his/her behalf. The proxy letter shall specify the proxy's name, authority domain (including entrusted matters, the scope of the authority and the valid term), and shall be affixed with the signature or seal of the consignor. The director who attends the meeting of the Board of Directors on behalf of another director shall exercise the right of the consignor within the scope of authorization. If any director fails to attend the meeting of the Board of Directors or entrusts a proxy to be present on his/her behalf, he/she shall be deemed to have waived his/her voting rights at that meeting.	Article 200 Directors shall attend the meeting of the Board of Directors in person. If a director cannot attend the meeting in person due to some reason, he/she may entrust another director with the same class in writing to attend the meeting on his/her behalf. The proxy letter shall specify the proxy's name, authority domain (including entrusted matters, the scope of the authority and the valid term), and shall be affixed with the signature or seal of the consignor. The director who attends the meeting of the Board of Directors on behalf of another director shall exercise the right of the consignor within the scope of authorization. If any director fails to attend the meeting of the Board of Directors or entrusts a proxy to be present on his/her behalf, he/she shall be deemed to have waived his/her voting rights at that meeting.	Article 51 of the Guidelines on the Corporate Governance of Commercial Banks

No.	Original Article	Revised Article	Reasons for amendment
31	Article 201 The Board of Directors shall have one chairman and a certain number of vice chairman. The chairman and vice chairman shall be elected by more than one-half of all directors. The chairman shall exercise the following functions and duties: (1) presiding over the Shareholders' general meeting and convening and presiding over the meetings of the Board of Directors; (2) supervising and inspecting the implementation of resolutions of the Board of Directors; (3) proposing candidates for president and chief financial officer of the Bank to the Board of Directors according to the nomination from the Nomination Committee, and proposing candidates for the board secretary; (4) signing significant documents of the Board of Directors and other documents that shall be signed by legal representatives of the Bank; (5) executing disposal powers in accordance with laws and the interests of the Bank in the case of force majeure events such as exceptionally natural disasters, and reporting to the Board of Directors and Shareholders' general meeting thereafter;	Article 203 The Board of Directors shall have one chairman and a certain number of vice chairman. The chairman and vice chairman shall be elected by more than one-half of all directors. The chairman shall exercise the following functions and duties: (1) presiding over the Shareholders' general meeting and convening and presiding over the meetings of the Board of Directors; (2) supervising and inspecting the implementation of resolutions of the Board of Directors; (3) proposing candidates for president and chief financial officer of the Bank to the Board of Directors according to the nomination from the Nomination Committee, and proposing candidates for the board secretary and chief audit officer; (4) signing significant documents of the Board of Directors and other documents that shall be signed by legal representatives of the Bank; (5) executing disposal powers in accordance with laws and the interests of the Bank in the case of force majeure events such as exceptionally natural disasters, and reporting to the Board of Directors and Shareholders' general meeting thereafter;	To adjust based on the scope of duties of the Board

No.	Original Article	Revised Article	Reasons for amendment
	(6) executing functions and powers of legal representatives of the Bank; (7) other functions and powers conferred by the Board of Directors.	(6) executing functions and powers of legal representatives of the Bank; (7) other functions and powers conferred by the Board of Directors.	
	Chapter 11 President	Chapter 12 President	
32	Article 208 The president shall be responsible to the Board and exercise the following functions and duties: (1) in charge of daily operation and management of the Bank, and reporting his work to the Board of Directors; (2) organizing the implementation of the resolutions of the Board of Directors and the Bank's annual plans and investment proposals; (3) drafting plans for the establishment of internal management structure and branches; (4) formulating the basic management system; (5) formulating specific regulations of the Bank; (6) proposing to the Board of Directors the appointment or dismissal of vice president(s), chief finance officer and other senior management; (7) proposing to the Board of Directors for the appointment or dismissal of presidents of branches of the Bank;	Article 210 The president shall be responsible to the Board and exercise the following functions and duties: (1) in charge of daily operation and management of the Bank, and reporting his work to the Board of Directors; (2) organizing the implementation of the resolutions of the Board of Directors and the Bank's annual plans and investment proposals; (3) drafting plans for the establishment of internal management structure and branches; (4) formulating the basic management system; (5) formulating specific regulations of the Bank; (6) proposing to the Board of Directors the appointment or dismissal of vice president(s), assistant(s) to president, chief risk officer, chief information officerchief finance officer and other senior management;	To adjust based on the scope of duties of the Board

No.	Original Article	Revised Article	Reasons for amendment
	(8) deciding on the appointment or dismissal of other management members (other than those required to be appointed or dismissed by the Board of Directors); (9) determining the remuneration, benefits, incentives and punishment of employees, and deciding on the appointment and dismissal of employees; (10) proposing the convening of an extraordinary meeting of the Board of Directors; (11) exercising other powers conferred by these Articles of Association or the Board of Directors.	(7) proposing to the Board of Directors for the appointment or dismissal of chief experts, presidents of branches, presidents of SBUs, chief finance officer, proposed candidates of chairman of the board of directors, chairman of the board of supervisors and general managers of subsidiaries of the Bank; (8) deciding on the appointment or dismissal of other management members (other than those required to be appointed or dismissed by the Board of Directors); (9) determining the remuneration, benefits, incentives and punishment of employees, and deciding on the appointment and dismissal of employees; (10) proposing the convening of an extraordinary meeting of the Board of Directors; (11) exercising other powers conferred by these Articles of Association or the Board of Directors.	
	Chapter 14 Supervisory Board	Chapter 15 Supervisory Board	
33	Article 257 Minutes shall be kept for the meetings of the Supervisory Board on all resolutions discussed. Supervisors who have attended the meeting shall sign on the minutes. Supervisors shall be entitled to request recording of their remarks in the meeting in such specific explanatory manner.	Article 257—Minutes shall be kept for the meetings of the Supervisory Board on all resolutions discussed. Supervisors who have attended the meeting shall sign on the minutes. Supervisors shall be entitled to request recording of their remarks in the meeting in such specific explanatory manner.	To delete due to the duplication with the Article 265 of the original Articles of Association

No.	Original Article	Revised Article	Reasons for amendment
	Chapter 16 Financial and Accounting System, Profit Distribution and Audit	Chapter 17 Financial and Accounting System, Profit Distribution and Audit	
34	Article 298 Subject to the particular dividend policies adopted for the preference Shares, the Bank may distribute dividends in the form of cash or stock. The Bank shall provide reasonable investment returns to investors by distributing profits and its profit distribution policy shall be sustainable and stable. The Bank shall make dividends distribution in profit-making years. To the extent that the normal working capital requirement is fulfilled, the Bank shall distribute dividends primarily in cash. The profit distribution to ordinary Shareholders in the form of cash dividends by the Bank each year shall not be less than 10% of the distributable profit of the Bank attributable to ordinary Shareholders during the year. The Bank may distribute interim cash dividends. If the Bank generated profits in the previous accounting year but the Board of Directors did not made any cash profit distribution proposal after the end of the previous accounting year, the reasons thereof and the application of funds retained by the Bank not available for distribution shall be explained in details in its periodic reports and the Independent Directors shall give an independent opinion in such regard. Online voting shall be made available, when such proposal is voted on a general meeting.	Article 299 Subject to the particular dividend policies adopted for the preference Shares, the Bank may distribute dividends in the form of cash or stock. The Bank shall provide reasonable investment returns to investors by distributing profits and its profit distribution policy shall be sustainable and stable. The Bank shall make dividends distribution in profit-making years. In considering and discussing on the dividend policy, the Bank shall consider the opinions from the independent directors, external supervisors and public investors. The Bank shall fully listen to the opinions and requests of the minority Shareholders on the dividend policy before the consideration and approval at the general meeting. To the extent that the normal working capital requirement is fulfilled, the Bank shall distribute dividends primarily in cash. The profit distribution to ordinary Shareholders in the form of cash dividends by the Bank each year shall not be less than 10% of the distributable profit of the Bank attributable to ordinary Shareholders during the year. The Bank may distribute interim cash dividends.	Article 152 of the Guidance for the Articles of Listed Company (2016 Revision)

No.	Original Article	Revised Article	Reasons for amendment
	The Bank shall disclose its implementation of the cash dividend policy and other relevant matters in its periodic reports in accordance with the applicable requirements. In the event that adjustments are required to be made to the Bank's profit distribution policy due to the needs of operation and long term development of the Bank, the adjusted profit distribution policy shall comply with the relevant requirements of the regulatory authorities of the places where the Shares of the Bank are listed. Any resolution regarding adjustments to the profit distribution policy shall be subject to the prior review of the Independent Directors and the Supervisory Board and, after consideration by the Board, be proposed to the general meeting of the Bank for approval by the Shareholders. Any resolution regarding the adjustments to the Bank's cash dividend policy shall be approved by more than two-thirds of the votes of the Shareholders attending the general meeting of the Bank. Online voting shall be made available, when such proposal is voted on a general meeting.	If the Bank generated profits in the previous accounting year but the Board of Directors did not made any cash profit distribution proposal after the end of the previous accounting year, the reasons thereof and the application of funds retained by the Bank not available for distribution shall be explained in details in its periodic reports and the Independent Directors shall give an independent opinion in such regard. Online voting shall be made available, when such proposal is voted on a general meeting. The Bank shall disclose its implementation of the cash dividend policy and other relevant matters in its periodic reports in accordance with the applicable requirements. In the event that adjustments are required to be made to the Bank's profit distribution policy due to the needs of operation and long term development of the Bank, the adjusted profit distribution policy shall comply with the relevant requirements of the regulatory authorities of the places where the Shares of the Bank are listed. Any resolution regarding adjustments to the profit distribution policy shall be subject to the prior review of the Independent Directors and the Supervisory Board and the comprehensive review of the opinions of minority Shareholders and, after consideration by the Board,	

No.	Original Article	Revised Article	Reasons for amendment
	Cash dividends and other distributions payable to Shareholders of the Bank's domestic Shares shall be made in RMB. Cash dividends and other distributions payable to H Shareholders shall be denominated and declared in RMB and paid in HK dollars. Payment in foreign currencies required for the cash dividends and other distributions payable to Shareholders of overseas-listed foreign Shares shall be obtained according to the applicable PRC foreign exchange control regulations. Distribution of scrip dividends in form of stock shall be approved by general meeting of Shareholders and subject to approval by the banking regulatory authority of the State Council.	be proposed to the general meeting of the Bank for approval by the Shareholders. Any resolution regarding the adjustments to the Bank's cash dividend policy shall be approved by more than two-thirds of the votes of the Shareholders attending the general meeting of the Bank. Online voting shall be made available, when such proposal is voted on a general meeting. The voting results of the minority investors shall be disclosed separately. Cash dividends and other distributions payable to Shareholders of the Bank's domestic Shares shall be made in RMB. Cash dividends and other distributions payable to H Shareholders shall be denominated and declared in RMB and paid in HK dollars. Payment in foreign currencies required for the cash dividends and other distributions payable to Shareholders of overseas-listed foreign Shares shall be obtained according to the applicable PRC foreign exchange control regulations. Distribution of scrip dividends in form of stock shall be approved by general meeting of Shareholders and subject to approval by the banking regulatory authority of the State Council.	

No.	Original Article	Revised Article	Reasons for amendment
	Chapter 23 Supplementary Provisions	Chapter 24 Supplementary Provisions	
35	Article 339 Definitions: (1) A “de facto controller” means any person who, although not a Shareholder of a company, can actual control the acts of a company by means of investment, agreement or other arrangement. (2) Connected Relations mean the relationship between the controlling Shareholders, de facto controllers, directors, supervisors, senior management personnel of a company and enterprises in which they directly or indirectly control, and other relationship that may result in a transfer of the interests of the company. However, state-controlled companies shall not have any connected relationship among themselves by virtue of being commonly controlled by the State.	Article 340 Definitions: (1) A “de facto controller” means any person who, although not a Shareholder of a company, can actual control the acts of a company by means of investment, agreement or other arrangement. (2) A substantial Shareholder means any Shareholder who holds or controls more than 5% of Shares or voting rights in the Bank or holds less than 5% of the total capital or total Shares of the Bank but has significant impact on the business management of the Bank. For the purpose of the preceding paragraph, “significant impact” includes but is not limited to, dispatching directors, supervisors or senior management to the Bank, affecting the decision making on the financial and business management of the Bank by entering into agreements or by other means, and other circumstances identified by the banking regulatory authority of the State Council or its local branches.	Article 9 of the Interim Measures for Equity Management of Commercial Banks

No.	Original Article	Revised Article	Reasons for amendment
		(3) Connected Relations mean the relationship between the controlling Shareholders, de facto controllers, directors, supervisors, senior management personnel of a company and enterprises in which they directly or indirectly control, and other relationship that may result in a transfer of the interests of the company. However, state-controlled companies shall not have any connected relationship among themselves by virtue of being commonly controlled by the State.	



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)

NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting (the “AGM”) of China Minsheng Banking Corp., Ltd. (the “Company”) will be held at 2:00 p.m. on Thursday, 21 June 2018 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC, for the consideration and, if thought fit, passing of the following resolutions (special resolutions marked by *):

1. The resolution regarding the annual report for 2017 of the Company
2. The resolution regarding the final financial report for 2017 of the Company
3. The resolution regarding the proposed profit distribution plan for the second half of 2017 of the Company
4. The resolution regarding the proposed plan of capital reserve capitalisation for 2017 of the Company
5. The resolution regarding the authorization for interim profit distribution for 2018 of the Company
6. The resolution regarding the annual budgets for 2018 of the Company
7. The resolution regarding the work report of the Board for 2017 of the Company
8. The resolution regarding the work report of the Supervisory Board for 2017 of the Company
9. The resolution regarding the re-appointment and remuneration of the auditing firms for 2018
10. The resolution regarding the amendments to the Administrative Measures of Connected Transactions
- 11.* The resolution regarding the extension of the validity period of the resolutions on the public issuance of A Share Convertible Corporate Bonds and the authorization period to the Board and its authorized persons to exercise full power to deal with matters relating to the issuance

NOTICE OF THE AGM

12. The resolution regarding the impacts on dilution of current returns of the public issuance of A Share Convertible Corporate Bonds and the remedial measures
- 13.* The resolution regarding the report on utilization of proceeds from the previous issuance
- 14.* The resolution regarding the granting of general mandate for the issuance of Shares to the Board
15. The resolution regarding the appointment of Mr. Tian Suning as independent non-executive Director
- 16.* The resolution regarding the amendments to the Articles of Association

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 22 May 2018 to Thursday, 21 June 2018 (both days inclusive), during which period no transfer of shares of the Company (the “**Shares**”) will be effected. For unregistered holders of H Shares who intend to attend the AGM, all Share certificates and the relevant transfer documents must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 21 May 2018. H Shareholders whose names appear on the register of members of the Company on Tuesday, 22 May 2018 will be entitled to attend and vote at the AGM.

The register of members of the Company will be closed from Wednesday, 27 June 2018 to Monday, 2 July 2018 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered holders of H Shares who wish to be eligible to receive the dividend and the Capitalisation H Shares, all Share certificates and the transfer documents must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 26 June 2018. H Shareholders whose names appear on the register of members of the Company on Monday, 2 July 2018 will be entitled to receive the dividend and the Capitalisation H Shares (subject to the approval by Shareholders at the AGM).

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

Hong Qi
Chairman

8 May 2018

As at the date of this notice, 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.

NOTICE OF THE AGM

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the Shareholder or his/her/ its attorney who has been authorized in writing. If the Shareholder is a corporation, the form of proxy shall be affixed with the corporation's seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the Shareholder, the power of attorney or other authorization document shall be notarized. For holders of A Shares, the form of proxy together with the power of attorney or other authorization document notarially certified, if any, must be lodged with the office of the Board of the Company at Room 11-10, CMBC North Tower, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, PRC (postal code: 100031) not less than 24 hours before the time appointed for holding the AGM (i.e. not later than 2:00 p.m. on Wednesday, 20 June 2018) in order for such documents to be valid. For holders of H Shares, the aforementioned documents must be lodged with the H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the AGM (i.e. not later than 2:00 p.m. on Wednesday, 20 June 2018) in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Shareholders who intend to attend the AGM (in person or by proxy) shall complete and deliver the reply slip of AGM to Computershare Hong Kong Investor Services Limited or the office of the Board of the Company by hand, post or fax on or before Friday, 1 June 2018.
4. Shareholders shall produce their identification documents when attending the AGM.
5. If a proxy attends the AGM on behalf of a Shareholder, he/she shall produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specify the date of its issuance. If a representative of a corporate Shareholder attends the AGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of any authorization documents issued by such corporate Shareholder.
6. The AGM is expected to last for half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
7. For details of the relevant resolutions, please refer to the Company's annual report for 2017 dated 28 April 2018 and the circular dated 8 May 2018.
8. References to times and dates of this notice are to Hong Kong times and dates.



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)

NOTICE OF THE SECOND H SHARE CLASS MEETING FOR 2018

NOTICE IS HEREBY GIVEN that the second H Share class meeting for 2018 (the “**H Share Class Meeting**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held after the conclusion of the annual general meeting for 2017 and the second A Share class meeting for 2018 on Thursday, 21 June 2018 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC, for the consideration and, if thought fit, passing of the following resolution:

SPECIAL RESOLUTION

1. The resolution regarding the extension of the validity period of the resolutions on the public issuance of A Share Convertible Corporate Bonds and the authorization period to the Board and its authorized persons to exercise full power to deal with matters relating to the issuance

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 22 May 2018 to Thursday, 21 June 2018 (both days inclusive), during which period no transfer of shares of the Company will be effected. For unregistered holders of H Shares who intend to attend the H Share Class Meeting, all Share certificates and the relevant transfer documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 21 May 2018. H Shareholders whose names appear on the register of members of the Company on Tuesday, 22 May 2018 will be entitled to attend and vote at the H Share Class Meeting.

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

Hong Qi
Chairman

8 May 2018

As at the date of this notice, 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.

NOTICE OF THE H SHARE CLASS MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the H Share Class Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the Shareholder or his/her/its attorney who has been authorized in writing. If the Shareholder is a corporation, the form of proxy shall be affixed with the corporation's seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the Shareholder, the power of attorney or other authorization document shall be notarized. For holders of H Shares, the aforementioned documents must be lodged with the H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the H Share Class Meeting (i.e. not later than 2:00 p.m. on Wednesday, 20 June 2018) in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Shareholders who intend to attend the H Share Class Meeting (in person or by proxy) shall complete and deliver the reply slip of H Share Class Meeting to Computershare Hong Kong Investor Services Limited or the office of the Board of the Company at Room 11-10, CMBC North Tower, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, PRC (postal Code: 100031) by hand, post or fax on or before Friday, 1 June 2018.
4. Shareholders shall produce their identification documents when attending the H Share Class Meeting.
5. If a proxy attends the H Share Class Meeting on behalf of a Shareholder, he/she shall produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specify the date of its issuance. If a representative of a corporate Shareholder attends the H Share Class Meeting, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of any authorization documents issued by such corporate Shareholder.
6. The H Share Class Meeting is expected to last for half day. Shareholders who attend the H Share Class Meeting (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
7. For details of the relevant resolution, please refer to the Company's annual report for 2017 dated 28 April 2018 and the circular dated 8 May 2018.
8. References to times and dates of this notice are to Hong Kong times and dates.