
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)

**ELECTION OF
MR. YUAN GUIJUN AS AN EXECUTIVE DIRECTOR
AMENDMENTS TO CERTAIN PROVISIONS OF
THE ARTICLES OF ASSOCIATION
AMENDMENTS TO CERTAIN PROVISIONS OF THE RULES
OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETING
AMENDMENTS TO CERTAIN PROVISIONS
OF THE ADMINISTRATIVE MEASURES OF
RELATED PARTY TRANSACTIONS
FORMULATION OF
CAPITAL MANAGEMENT PLAN FOR 2021 TO 2023
AND
NOTICE OF
THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2021**

The Company will convene the EGM at 2:00 p.m. on Friday, 22 January 2021 at Tian'an Office Building of China Minsheng Bank, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC. Notice convening the EGM is set out in this circular.

If you intend to appoint a proxy to attend the EGM, 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 EGM or any adjournment thereof (i.e. not later than 2:00 p.m. on Thursday, 21 January 2021) in person or by post. Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

If you intend to attend the EGM 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 Thursday, 31 December 2020.

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

8 December 2020

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DEFINITIONS

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

“A Share(s)”	domestic ordinary Share(s) of RMB1.00 each issued by the Company which is/are subscribed for by domestic investors in Renminbi and are listed for trading on the Shanghai Stock Exchange (stock code: 600016)
“A Shareholder(s)”	holder(s) of A Share(s)
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“CBIRC”	the China Banking and Insurance Regulatory Commission
“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 Shanghai Stock Exchange respectively
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting of the Company of 2021 to be held at 2:00 p.m. on Friday, 22 January 2021 at Tian’an Office Building of China Minsheng Bank, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC or and adjournment thereof, the notice of which is set out in this circular
“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
“H Shareholder(s)”	Holder(s) of H Share(s)
“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

“PRC” or “China”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Stock Exchange”	the Shanghai Stock Exchange
“Share(s)”	the ordinary Share(s) of the Company, including A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Supervisor(s)”	the supervisor(s) of the Company



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CHINA MINSHENG BANKING CORP., LTD.

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(USD Preference Shares Stock Code: 04609)

Members of the Board:

Executive Directors:

Mr. GAO Yingxin
Mr. ZHENG Wanchun

Non-executive Directors:

Mr. ZHANG Hongwei
Mr. LU Zhiqiang
Mr. LIU Yonghao
Mr. SHI Yuzhu
Mr. WU Di
Mr. SONG Chunfeng

Independent Non-executive Directors:

Mr. LIU Jipeng
Mr. LI Hancheng
Mr. XIE Zhichun
Mr. PENG Xuefeng
Mr. LIU Ningyu

Registered Address:

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

8 December 2020

LETTER FROM THE BOARD

To the Shareholders

Dear Sir or Madam,

**ELECTION OF
MR. YUAN GUIJUN AS AN EXECUTIVE DIRECTOR
AMENDMENTS TO CERTAIN PROVISIONS OF
THE ARTICLES OF ASSOCIATION
AMENDMENTS TO CERTAIN PROVISIONS OF THE RULES
OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETING
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RELATED PARTY TRANSACTIONS
FORMULATION OF
CAPITAL MANAGEMENT PLAN FOR 2021 TO 2023
AND
NOTICE OF
THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2021**

INTRODUCTION

The purpose of this circular is to give you the notice of EGM and 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 EGM for the following issues (special resolution is marked by *):

1. Resolution on the Election of Mr. Yuan Guijun as an Executive Director
2. *Resolution on the Amendments to Certain Provisions of the Articles of Association
3. Resolution on the Amendments to Certain Provisions of the Rules of Procedures for Shareholders' General Meeting
4. Resolution on the Amendments to Certain Provisions of the Administrative Measures of Related Party Transactions
5. Resolution on the Capital Management Plan for 2021 to 2023

1. Resolution on the Election of Mr. Yuan Guijun as an Executive Director

Reference is made to the announcement of the Company dated 16 October 2020 regarding (among other things) the nomination of executive Directors.

The Board has nominated Mr. Yuan Guijun as a candidate for executive Director of the eighth session of the Board of the Company.

LETTER FROM THE BOARD

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

Mr. Yuan Guijun, born in 1963, joined the Company in September 2020 as a member of the party committee. Before joining the Company, Mr. Yuan was the president and the secretary of the party committee of the Beijing branch of China Construction Bank from 2017 to 2020; the president and the secretary of the party committee of the Liaoning branch of China Construction Bank from 2013 to 2017; the deputy general manager and general manager of corporate banking department of China Construction Bank from 2007 to 2013; the assistant of general manager and deputy general manager of the risk management department of China Construction Bank from 2004 to 2007; a staff of the investment department, credit management department, credit risk management department and the credit risk management office of the risk management department of China Construction Bank from 1986 to 2004. Mr. Yuan obtained his master's degree in business management for senior management from Tsinghua University. He is a senior economist.

Subject to adjustments pursuant to the applicable laws and regulations, the term of office of Mr. Yuan Guijun shall be the same as that of the current session of the Board. Remuneration of Mr. Yuan Guijun shall be determined in accordance with the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd.

Save as disclosed in this circular, Mr. Yuan Guijun 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 of the Company as defined in Part XV of the SFO.

Save as disclosed in this circular, there is no other information in relation to Mr. Yuan Guijun 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 Mr. Yuan Guijun 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, Mr. Yuan Guijun 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.

This resolution has been considered and approved at the Board meeting held on 16 October 2020 and is hereby proposed to the EGM as an ordinary resolution for consideration and approval. Upon consideration and approval by the EGM, the directorship qualification of Mr. Yuan Guijun will be subject to approval by CBIRC and his appointment will be effective from the date of approval by CBIRC.

2. Resolution on the Amendments to Certain Provisions of the Articles of Association

Reference is made to the announcement of the Company dated 30 November 2020 regarding the amendments to Certain Provisions of the Articles of Association.

According to the Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies (Guo Han [2019] No.97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) issued by the State Council and the Notice of the CBRC on Enhanced Management of Pledge of Equity Interests in Commercial Banks (Yin Jian Fa [2013] No.43) (《中國銀監會關於加強商業銀行股權質押管理的通知》(銀監發[2013]43號)), and taking into account the actual situation of the Company, the Company proposed to amend the Articles of Association (the “**Proposed Amendments**”).

LETTER FROM THE BOARD

Details of the Proposed Amendments are set out in Appendix I to this circular.

This resolution has been considered and approved in the meeting of the Board held on 30 November 2020 and is now submitted as a special resolution for consideration and approval at the EGM. The exiting Articles of Association shall remain valid until these proposed amendment become effective.

3. Resolution on the Amendments to Certain Provisions of the Rules of Procedures for Shareholders' General Meeting

According to the Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies (Guo Han [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) and based on the actual circumstances of the Company, it is proposed that relevant amendments shall be made to the Rules of Procedures for Shareholders' General Meeting. The major amendment is to revise "When the Bank is to convene a shareholders' general meeting, a written notice shall be sent 45 days prior to the meeting" as "When the Bank is to convene an annual general meeting, a written notice shall be sent 20 business days prior to the meeting. When the Bank is to convene an extraordinary general meeting, a written notice shall be sent 10 business days or 15 days (whichever is longer) before the meeting is convened. A business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading".

Details of the proposed amendments are set out in Appendix II to this circular.

This resolution has been considered and approved in the meeting of the Board held on 30 November 2020 and is now submitted as an ordinary resolution for consideration and approval at the EGM.

4. Resolution on the Amendments to Certain Provisions of the Administrative Measures of Related Party Transactions

According to 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 and based on the actual circumstances of the Company, it is proposed that relevant amendments shall be made to the Administrative Measures of Related Party Transactions of China Minsheng Banking Corp., Ltd. in order to comply with the regulatory requirements, primarily including:

- (1) According to the changes of 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, "a related party transaction entered into between the Bank and its subsidiaries and a related natural person (as defined by the domestic securities regulatory authorities) with an amount of RMB300,000 or above" shall be deleted under a related party transaction subject to timely disclosure.
- (2) According to the organisational adjustments and changes in positions of the Company, reference to the Board of Directors Offices shall be amended as "Secretarial Department of the Related Party Transaction Supervision Committee of the Board" while "Internal Control and Compliance Department" shall be amended as "Legal and Compliance Department".

Details of the proposed amendments are set out in Appendix III to this circular.

LETTER FROM THE BOARD

This resolution has been considered and approved in the meeting of the Board held on 30 November 2020 and is now submitted as an ordinary resolution for consideration and approval at the EGM.

5. Resolution on the Capital Management Plan for 2021 to 2023

In order to cope with the changes of the domestic and overseas environment, comply with the capital regulatory requirements and facilitate sustainable and healthy business development, the Company formulated the Capital Management Plan of China Minsheng Banking Corp., Ltd. for 2021 to 2023 according to the relevant policy requirements such as the Rules Governing Capital Management of Commercial Banks (Provisional) (《商業銀行資本管理辦法(試行)》). Details are set out in Appendix IV to this circular.

This resolution has been considered and approved in the meeting of the Board held on 28 August 2020 and is now submitted as an ordinary resolution for consideration and approval at the EGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 23 December 2020 to Friday, 22 January 2021 (both days inclusive), during which period no transfer of Shares will be effected. For unregistered holders of H Shares of the Bank who intend to attend the EGM, 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 Tuesday, 22 December 2020. H Shareholders whose names appear on the register of members of the Company on Wednesday, 23 December 2020 will be entitled to attend and vote at the EGM.

VOTING BY POLL AT THE EGM

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

On a poll, every Shareholder present in person or by proxy or, being a corporation, by its duly authorised 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 EGM.

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

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
1	<p>Article 54 Registration of changes to the register of shareholders of H shares arising from transfer of shares shall not be made within 30 days before the holding of shareholders' meeting or within 5 days before the record day of the Bank's decision to distribute dividends. For changes to the register of shareholders of A shares, the provisions of the relevant laws and regulations of the PRC shall apply.</p>	<p>Article 54 Registration of changes to the register of shareholders of H shares arising from transfer of shares shall not be made within 30 days before the holding of shareholders' meeting or within 5 days before the record day of the Bank's decision to distribute dividends. For changes to the register of shareholders of A shares, the provisions of the relevant laws and regulations of the PRC shall apply. Where the laws, administrative regulations, departmental rules, normative documents and the stock exchanges or regulatory authorities of the jurisdiction where the Bank's shares are listed have provisions on the period of closure of register prior to a general meeting or the record date for determining entitlements to dividend distribution, such provisions shall prevail.</p>	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies
2	<p>Article 71 If any shareholder holding more than 5% of the voting rights of the Bank pledges any voting A shares, he/she shall inform the Bank in written form immediately. Pledges of H shares shall be conducted in compliance with Hong Kong laws, rules of the stock exchange and other applicable regulations.</p>	<p>Article 71 If any shareholder holding more than 5% of the voting rights of the Bank pledges any voting A shares, he/she shall inform the Bank in written form immediately. Pledges of H shares shall be conducted in compliance with Hong Kong laws, rules of the stock exchange and other applicable regulations. Shareholders who provide guarantees for themselves or others with their shares of the Bank shall inform the Board of Directors of the Bank in advance.</p>	Notice on Enhanced Management of Pledge of Equity Interests in Commercial Banks by former CBRC

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
		<p>Where a shareholder who has representation on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls no less than 2% of the shares or voting rights of the Bank pledges his/her shares of the Bank, he/she shall make filing to the Board of Directors in advance, which shall state the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgee. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Bank's shareholding, corporate governance, as well as the control of risk and related party transaction, no filing shall be made. The director(s) nominated by a shareholder proposing to pledge his/her shares of the Bank shall abstain from voting at the Board meeting at which such proposed filing is considered.</p> <p>Upon the completion of registration of the pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to facilitate the risk management and information disclosure requirement of the Bank.</p>	

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
		Shareholders shall not pledge the Bank's shares if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net equity value held by them in the Bank in the previous year.	
3	Article 88 When the Bank convenes a shareholders' general meeting, written notice of the meeting shall be given 45 days prior to the date of the meeting to notify all the shareholders entitled to attend the shareholders' general meeting in the share register of the matters to be considered and the date and the place of the meeting. Shareholders who intend to attend the shareholders' general meeting shall deliver a written reply confirming the attendance to the Bank 20 days before the date of the meeting.	Article 88 When the Bank convenes a shareholders' annual general meeting, written notice of the meeting shall be given 45 20 business days prior to the date of the meeting to notify all the shareholders entitled to attend the shareholders' general meeting in the share register of the matters to be considered and the date and the place of the meeting. Shareholders who intend to attend the shareholders' general meeting shall deliver a written reply confirming the attendance to the Bank 20 days before the date of the meeting. When the Bank convenes an extraordinary general meeting, written notice of the meeting shall be given 10 business days or 15 days (whichever is longer) prior to the date of the meeting. The business day refers to any day on which the Hong Kong Stock Exchange is open for trading of securities.	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
4	<p>Article 90 The Bank shall, based on written replies from the shareholders received 20 days before the date of the shareholders' general meeting, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting is one-half or more of the Bank's total voting shares, the Bank may hold the meeting. Otherwise, the Bank shall within five days notify the shareholders again by public notice of the matters to be considered and the place and the date for the meeting. The Bank then may hold the meeting after the publication of such notice, which shall be published in designated newspapers in accordance with relevant rules.</p>	Deleted	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
5	<p>Article 93 Notice of a shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting) by delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notice of the meetings may be issued by public notice.</p> <p>The public notice shall be published in one or more newspapers designated by the securities governing authority of the State Council between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Such notice shall be announced in accordance with the provisions of Article 332 set out herein.</p>	<p>Article 93 Notice of a shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting) by delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notice of the meetings may be issued by public notice.</p> <p>The public notice mentioned in the previous paragraph shall be published in one or more national newspapers designated by the securities governing authority of the State Council between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Such notice shall be announced in accordance with the provisions of Article 332 set out herein.</p>	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
6	Article 95 Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled and proposals contained in the notice shall not be withdrawn without proper reasons. In the event of postponement or cancellation, the convener shall make announcement to state the reasons at least two working days prior to the original date of meeting.	Article 95 Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled, the venue shall not be changed, and proposals contained in the notice shall not be withdrawn without proper reasons. In the event of postponement or cancellation, change of the venue, or postponement or cancellation of the meeting due to special reasons, the convener shall make announcement to state the reasons at least two working days prior to the original date of meeting. The convener shall announce the date of the postponed meeting in the notice of postponement.	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies
7	Article 148 Written notice of a "class shareholders' meeting" shall be given 45 days prior to the date of the meeting to inform all shareholders in the share register of that class of the matters to be considered as well as the time and place of the meeting. Shareholders who intend to attend the meeting shall send a written reply to the Bank 20 days prior to the meeting.	Article 148 The period of written notice of a "class shareholders' meeting" shall be given 45 days prior to the date of the meeting to the same as the period of written notice of a general shareholders' meeting to be convened simultaneously. The written notice shall inform all shareholders in the share register of that class of the matters to be considered as well as the time and place of the meeting. Shareholders who intend to attend the meeting shall send a written reply to the Bank 20 days prior to the meeting.	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
	When the voting shares held by the shareholders who intend to attend the meeting reach 50% or more of the total voting shares of such class at the meeting, the Bank may convene the meeting of class shareholders. Otherwise, the Bank shall, within 5 days, inform the shareholders of the matters to be considered, and the time and place of the meeting through public announcement. After issuing such public announcement, the Bank may convene the meeting of class shareholders. The announcement shall be published on newspapers in accordance with relevant requirements.	When the voting shares held by the shareholders who intend to attend the meeting reach 50% or more of the total voting shares of such class at the meeting, the Bank may convene the meeting of class shareholders. Otherwise, the Bank shall, within 5 days, inform the shareholders of the matters to be considered, and the time and place of the meeting through public announcement. After issuing such public announcement, the Bank may convene the meeting of class shareholders. The announcement shall be published on newspapers in accordance with relevant requirements.	

No.	Current Rules of Procedures for Shareholders' General Meeting	Revised Content	Reasons for Amendments
1	<p>Rule 19 When the Bank is to convene a shareholders' general meeting, a written notice including the issues to be considered at the meeting as well as the date and place of meeting shall be sent 45 days prior to the meeting to all registered shareholders who are entitled to attend the meeting. Shareholders who intend to attend the shareholders' general meeting shall send a written reply of attendance to the Bank 20 days before the meeting is convened.</p>	<p>When the Bank is to convene a shareholders' an annual general meeting, a written notice including the issues to be considered at the meeting as well as the date and place of meeting shall be sent 4520 business days prior to the meeting to all registered shareholders who are entitled to attend the meeting. Shareholders who intend to attend the shareholders' general meeting shall send a written reply of attendance to the Bank 20 days before the meeting is convened. When the Bank is to convene an extraordinary general meeting, a written notice shall be sent 10 business days or 15 days (whichever is longer) before the meeting is convened. A business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</p>	<p>Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies</p>

No.	Current Rules of Procedures for Shareholders' General Meeting	Revised Content	Reasons for Amendments
2	<p>Rule 21 The Bank shall calculate the number of voting shares held by shareholders to be present at the meeting based upon the written replies received 20 days prior to the shareholders' general meeting. Where the number of voting shares held by shareholders who intend to attend the meeting reach not less than one-half of the total voting shares of the Bank, the Bank may convene the shareholders' general meeting. Otherwise, the Bank shall inform the shareholders within 5 days in the form of an announcement containing the matters to be considered and the place, date and time of the meeting to be held. The Bank may convene such shareholders' general meeting after such announcement has been published in designated newspapers according to the relevant rules.</p>	Deleted	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies

No.	Current Rules of Procedures for Shareholders' General Meeting	Revised Content	Reasons for Amendments
3	<p>Rule 24 The notice of the shareholders' general meeting shall be delivered by hand or by pre-paid post to all shareholders (whether or not having voting right at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For shareholders of domestic shares, the notice of shareholders' general meeting may be in the form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers designated by the securities regulatory authority of the State Council 45 to 50 days prior to the meeting. All shareholders of domestic shares shall be deemed as having received the notice of shareholders' general meeting upon the publication of the announcement. These announcements shall also be published according to Rule 332 of the Articles of Association.</p>	<p>The notice of the shareholders' general meeting shall be delivered by hand or by pre-paid post to all shareholders (whether or not having voting right at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For shareholders of domestic shares, the notice of shareholders' general meeting may be in the form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more national newspapers designated by the securities regulatory authority of the State Council 45 to 50 days prior to the meeting. All shareholders of domestic shares shall be deemed as having received the notice of shareholders' general meeting upon the publication of the announcement. These announcements shall also be published according to Rule 332 of the Articles of Association.</p>	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies

No.	Current Rules of Procedures for Shareholders' General Meeting	Revised Content	Reasons for Amendments
4	<p>Rule 26 Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled and proposals contained in the notice shall not be withdrawn without proper reasons. In the event of postponement or cancellation, the convener shall make announcement to state the reasons at least 2 working days prior to the original date of meeting.</p>	<p>Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled, the venue of meeting shall not be altered, and proposals contained in the notice shall not be withdrawn without proper reasons. In the event of postponement or cancellation In special circumstance where either a change of the meeting venue, postponement or cancellation of the meeting is necessary, the convener shall make announcement to state the reasons at least 2 working days prior to the original date of meeting. The convener shall also announce the date of the postponed meeting in the notice of postponement.</p>	<p>Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies</p>

No.	Current Rules of Procedures for Shareholders' General Meeting	Revised Content	Reasons for Amendments
5	<p>Rule 80 Meeting of class shareholders of the Bank shall be convened by giving written notice 45 days prior to the meeting to inform all registered shareholders of that class of the matters to be considered as well as the time and place of the meeting. Shareholders who intend to attend the meeting shall send a written reply to the Bank 20 days prior to the meeting.</p> <p>When the voting shares held by the shareholders who intend to attend the meeting reach not less than one-half of the total voting shares of such class at the meeting, the Bank may convene the meeting of class shareholders. Otherwise, the Bank shall, within 5 days, inform the shareholders of the matters to be considered, and the time and place of the meeting through public announcement. After issuing such public announcement, the Bank may convene the meeting of class shareholders. The announcement shall be published on newspapers in accordance with relevant requirements.</p>	<p>Meeting of class shareholders of the Bank shall be convened by giving written notice 45 days prior to the meeting at the same time as that of a non-class meeting to be convened together. The written notice shall inform all registered shareholders of that class of the matters to be considered as well as the time and place of the meeting. Shareholders who intend to attend the meeting shall send a written reply to the Bank 20 days prior to the meeting.</p> <p>When the voting shares held by the shareholders who intend to attend the meeting reach not less than one-half of the total voting shares of such class at the meeting, the Bank may convene the meeting of class shareholders. Otherwise, the Bank shall, within 5 days, inform the shareholders of the matters to be considered, and the time and place of the meeting through public announcement. After issuing such public announcement, the Bank may convene the meeting of class shareholders. The announcement shall be published on newspapers in accordance with relevant requirements.</p>	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies

APPENDIX III

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

No.	Original Rule	Amended Rule	Reason for amendment
1	<p>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.</p> <p>A related party transaction subject to timely disclosure refers to a related party transaction entered into between the Bank and its subsidiaries 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 its subsidiaries 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.</p>	<p>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.</p> <p>A related party transaction subject to timely disclosure refers to a related party transaction entered into between the Bank and its subsidiaries 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 its subsidiaries 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.</p>	<p>According to Rule 26 of the Rules of Disclosure and Compilation of Corporate Information of Public Listed Companies, Special Provisions for Information Disclosure of Commercial Banks, promulgated by China Securities Regulatory Commission, the provision regarding "a related party transaction entered into between a commercial bank and a related natural person with an amount exceeding RMB300,000 shall be subject to timely disclosure" has been deleted. Therefore, "the Company shall make an announcement in respect of a related party transaction entered into between the Company and a related natural person with an amount exceeding RMB300,000 on the next business day after the completion of the transaction" has been deleted.</p>

APPENDIX III**COMPARISON TABLE OF AMENDMENTS
TO THE ADMINISTRATIVE MEASURES OF
RELATED PARTY TRANSACTIONS OF
CHINA MINSHENG BANKING CORP., LTD.**

No.	Original Rule	Amended Rule	Reason for amendment
	<p>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 its subsidiaries 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.</p> <p>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 its subsidiaries 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.</p>	<p>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 its subsidiaries 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.</p> <p>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 its subsidiaries 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.</p>	

No.	Original Rule	Amended Rule	Reason for amendment
2	<p>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:</p> <p>(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;</p> <p>(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;</p>	<p>Rule 19 The Board of Directors Office of the secretarial department of the Related Party Transaction Supervision Committee of the Board of Directors of the Bank (the “Secretarial Department”) shall be responsible for the daily affairs of the Related Party Transaction Supervision Committee. Its duties are as follows:</p> <p>(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 and implement;</p> <p>(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;</p>	To adjust and amend according to the duties of departments of the Bank.

APPENDIX III**COMPARISON TABLE OF AMENDMENTS
TO THE ADMINISTRATIVE MEASURES OF
RELATED PARTY TRANSACTIONS OF
CHINA MINSHENG BANKING CORP., LTD.**

No.	Original Rule	Amended Rule	Reason for amendment
	(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;	(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;	
	(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;	(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 Board of Supervisors of the Bank;	(V) to report information about material related party transactions to the Board of Supervisors of the Bank;	

No.	Original Rule	Amended Rule	Reason for amendment
	<p>(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 organisation of the internal control and compliance department of the Head Office;</p> <p>(VII) to organise 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;</p> <p>(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.</p>	<p>(VI) to be responsible for the information compilation and 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 organisation of the internal control and compliance department of the Head Office;</p> <p>(VII) to organise 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;</p> <p>(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.</p>	

No.	Original Rule	Amended Rule	Reason for amendment
3	<p>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:</p> <p>(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;</p> <p>(II) to establish and maintain the technology system for the management of related parties of the Bank;</p>	<p>Rule 20 The internal control and legal 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:</p> <p>(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;</p> <p>(II) to establish and maintain the technology system for the management of related parties of the Bank;</p>	To adjust and amend according to the duties of departments of the Bank.

No.	Original Rule	Amended Rule	Reason for amendment
	<p>(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;</p> <p>(IV) to identify related party transactions and review the compliance of related party transactions;</p> <p>(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;</p> <p>(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;</p>	<p>(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;</p> <p>(IV) to identify related party transactions and review the compliance of related party transactions;</p> <p>(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 legal and compliance department before implementation;</p> <p>(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 the Secretarial Department quarterly;</p>	

No.	Original Rule	Amended Rule	Reason for amendment
	<p>(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;</p> <p>(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);</p>	<p>(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 the Secretarial Department 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;</p> <p>(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);</p>	

APPENDIX III**COMPARISON TABLE OF AMENDMENTS
TO THE ADMINISTRATIVE MEASURES OF
RELATED PARTY TRANSACTIONS OF
CHINA MINSHENG BANKING CORP., LTD.**

No.	Original Rule	Amended Rule	Reason for amendment
	(IX) to organise the statistical data of related party transactions, and submit the data of related party transactions to the regulatory authorities according to the regulatory requirements;	(IX) to organise the statistical data of related party transactions, and submit the data of related party transactions to the regulatory authorities according to the regulatory requirements;	
	(X) to provide the information of related party transactions contained in the regular reports and the Annual Report on Related Party Transactions to the Board of Directors Office;	(X) to provide the information of related party transactions contained in the regular reports and the annual report on related party transactions to the Board of Directors Office;	
	(XI) to handle other works related to the daily management of related party transactions.	(XI) to handle other works related to the daily management of related party transactions.	

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

No.	Original Rule	Amended Rule	Reason for amendment
4	<p>Rule 26 The Board of Directors Office shall be responsible for collecting the information about related parties of the Bank.</p> <p>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.</p>	<p>Rule 26 The Board—of Directors—Office Secretarial Department shall be responsible for collecting the information about related parties of the Bank.</p> <p>The Board of Directors Office Secretarial Department 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.</p>	To adjust and amend according to the duties of departments of the Bank.
5	<p>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.</p>	<p>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 legal 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.</p>	To adjust and amend according to the duties of departments of the Bank.

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

No.	Original Rule	Amended Rule	Reason for amendment
6	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.	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 legal and compliance department for filing.	According to Rule 26 of the Rules of Disclosure and Compilation of Corporate Information of Public Listed Companies, Special Provisions for Information Disclosure of Commercial Banks, promulgated by China Securities Regulatory Commission, the provision regarding “a related party transaction entered into between a commercial bank and a related natural person with an amount exceeding RMB300,000 shall be subject to timely disclosure” has been deleted. Therefore, “the Company shall make an announcement in respect of a related party transaction entered into between the Company and a related natural person with an amount exceeding RMB300,000 on the next business day after the completion of the transaction” has been deleted.

APPENDIX III**COMPARISON TABLE OF AMENDMENTS
TO THE ADMINISTRATIVE MEASURES OF
RELATED PARTY TRANSACTIONS OF
CHINA MINSHENG BANKING CORP., LTD.**

No.	Original Rule	Amended Rule	Reason for amendment
	<p>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 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.</p> <p>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.</p>	<p>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 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.</p> <p>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.</p>	

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

No.	Original Rule	Amended Rule	Reason for amendment
	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 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.	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 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.	

APPENDIX III**COMPARISON TABLE OF AMENDMENTS
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No.	Original Rule	Amended Rule	Reason for amendment
	<p>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.</p> <p>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.</p>	<p>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.</p> <p>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.</p>	

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No.	Original Rule	Amended Rule	Reason for amendment
	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.	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.	

China Minsheng Banking Corp., Ltd.

Capital Management Plan for 2021 to 2023

For the purposes of adapting to increasingly complex economic and financial situations within and outside China, conforming to the deepening financial reform, further strengthening the capital management, enhancing the leading role of capital utilization, and promoting sustainable and healthy rapid development, China Minsheng Banking Corp., Ltd. (hereinafter referred to as the “**Company**”) has formulated this plan pursuant to relevant systems and policies including the “Administrative Measures of Capital of Commercial Banks (Provisional)” (hereinafter referred to as “**Capital Measures**”).

I. Considerations of capital plan

(I) Complex and changing economic and financial situations within and outside China

Amid the worldwide spread of COVID-19, international financial market remains volatile with significantly increasing uncertainties and risk points globally, which has brought far-reaching impacts on the global economy. In China, domestic economy has entered the stage of transformation and upgrade with continuous adjustment to economic structure. However, due to the impacts of the international situation and epidemic, domestic economy is facing relatively great pressure. As the advancement and opening up of financial reforms are gearing up, commercial banks shall proactively adapt to and comply with the national strategies by providing financial services aiming to solidly ensure stability on the six fronts and fully implement security in the six areas, pushing back business to the origins, focusing on the operation of primary business and improving services for private enterprises and small businesses in order to support the development of real economy.

(II) Increasingly stringent local and overseas regulatory requirements

Local and overseas regulators have further tightened the requirements for capital adequacy ratio of commercial banks. The PBoC has implemented a macro prudential supervision system to further strengthen the overall regulation of prudent capital adequacy ratio. The Basel Committee continues to promote the reforms on capital regulation and has made various amendments to the Basel III Accord to improve the robustness and sensitivity of capital measurement, which will generate long-term effect on the capital management practice of commercial banks, and thereby affecting the system development of commercial banks in terms of operating model, business structure, risk management and internal control and governance.

(III) Continuous promotion of strategic transformation

Under the mission of “caring for the well-being of the people and serving the people”, the Company has actively coped with the changes in external and internal operating environments under the customer-centric principle and basis of good faith and implemented reforms to improve its competitiveness in order to create sustainable values for its customers. It is the objective of the Company to maintain reasonable capital level and good asset quality, enhance risk resistance and continue to promote innovation so as to achieve sound operation and value growth.

II. Principles of capital plan

(I) Enhance efficiency and create value

Aiming to achieve strategic transformation and value growth, the Company will implement capital management by adopting management of capital budget, allocation and assessment to facilitate reasonable and effective allocation of resources, improve risk pricing, pursue balance of costs and profits, enhance the capital utilisation efficiency and increase the values created for shareholders and the society.

(II) Strengthen constraints and optimise structure

Capitalising on the support and guiding effect of capital, capital consumption shall be taken into account properly while pursuing income and profit growth, and assets shall be allocated on the basis of capital constraints. Capital shall be deployed according to the principle of value creation, and capital management shall be further refined in order to identify existing problems and enhance growth, adjust and optimise the asset structure and promote the sustainable and healthy business development.

(III) Strengthen internal sources and reasonable replenishment

The Company emphasises to replenish its capital by means of both internal and external sources, and formulates reasonable plans for capital replenishment and business development needs. The Company continues to strengthen and develop its internal sources through profit retention. In addition, by seizing market opportunities to expand financing channels and replenish capital in diversified approaches, the capital structure is further improved in compliance with the regulatory requirement.

III. Targets for capital management

(I) Capital measurement methods used for capital plan

According to the reply from the regulatory authority and the requirements under the Capital Measures, the Company has adopted the weight method for credit risk, standard approach for market risk and basic index method for operational risk when measuring capital adequacy ratio.

(II) Targets of capital adequacy ratio

Pursuant to the Capital Measures, for non-systemically important banks, the minimum ratios for core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio are 7.5%, 8.5% and 10.5%, respectively. Targets of capital adequacy ratio at each level set by the Company shall meet the regulatory requirement at all times. In order to secure the sound operation and strategic transformation of the Company while preparing for the potential raise of regulatory requirement in the future, the Company has made certain buffers to maintain reasonable and stable capital adequacy ratio.

In case of any significant change in the economic and financial situations or change in regulatory standards in the future, the Company will adjust the targets of its plans for capital adequacy ratio at each level accordingly.

IV. Capital management measures**(I) Adjust and enhance business structure to strengthen internal capital accumulation**

Adhering to the principle of creating values for shareholders and the society, the Company shall implement capital management to facilitate the adjustment of business structure. Through portfolio management, the business structure, industry mix, geographical distribution and customer structure will be further improved, which will lower the reliance on capital intensive business in terms of income and profit growth. The Company shall strengthen the risk pricing ability, pursue balance of costs and profits, improve income structure and enhance value creation to support business development with high quality and efficiency and enhance the capital accumulation capability.

(II) Refine capital management and improve capital utilisation efficiency

The Company shall enhance its capital budget and deployment management and strengthen the capital assessment and constraints in order to refine the value management system with economic capital as its core. Taking the Economic Value Added (EVA) and Risk Adjusted Return on Capital (RAROC) as the starting points, the Company shall further improve the capital deployment and assessment mechanisms and reinforce the capital management of subsidiaries by guiding the business management departments, operating units and subsidiaries to adjust and improve their business structures and customer mix. The Company shall also explore effective cost saving methods to prevent ineffective or inefficient use of capital so as to improve the capital utilization efficiency.

(III) Strengthen internal evaluation system for capital adequacy and enhance capital management level

The Company shall further improve its evaluation procedures for capital adequacy and strengthen the risk management system to facilitate effective identification, measurement, supervision and report of major risk exposures. Evaluation results shall be applied throughout the course of operation and management. The Company shall maintain capital at a level that matches its major risk exposure and risk management needs and implement capital plans according to its operation, changes of risk and long-term development strategies so as to further improve the capital management level.

(IV) Optimize the stress test system to improve the capital contingency plan

The Company shall further strengthen its stress test system and conduct stress tests of capital adequacy ratio by taking full consideration of different risk factors and stress scenarios to estimate the capital requirement and availability under different scenarios so to formulate and improve its capital contingency plans. The Company shall define the corresponding policy arrangements and response measures under stress in order to enhance its capability to cope with extreme risks.

(V) Diversify capital replenishment channels and establish reasonable capital replenishment system

According to the market environment, regulatory policies, business development and capital requirement, and by taking into account of the characteristics of different capital instruments, the Company shall replenish its capital properly as and when appropriate and further optimize its capital structure to enhance its capital strength and strengthen the risk resistance ability in order to support the development of real economy.



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 FIRST EXTRAORDINARY GENERAL MEETING FOR 2021

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting for 2021 (“EGM”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Friday, 22 January 2021 at Tian'an Office Building of China Minsheng Bank, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC, for the consideration and, if thought fit, passing of the following resolutions (special resolution is marked by *):

1. Resolution on the Election of Mr. Yuan Guijun as an Executive Director
2. *Resolution on the Amendments to Certain Provisions of the Articles of Association
3. Resolution on the Amendments to Certain Provisions of the Rules of Procedures for Shareholders' General Meeting
4. Resolution on the Amendments to Certain Provisions of the Administrative Measures of Related Party Transactions
5. Resolution on the Capital Management Plan for 2021 to 2023

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 23 December 2020 to Friday, 22 January 2021 (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 EGM, 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 Tuesday, 22 December 2020. H shareholders whose names appear on the register of members of the Company on Wednesday, 23 December 2020 will be entitled to attend and vote at the EGM.

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

8 December 2020

As at the date of this notice, the executive directors of the Company are Mr. Gao Yingxin and Mr. Zheng Wanchun; the non-executive directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu, Mr. Wu Di and Mr. Song Chunfen; and the independent non-executive directors are Mr. Liu Jipeng, Mr. Li Hancheng, Mr. Xie Zhichun, Mr. Peng Xuefeng and Mr. Liu Ningyu.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2021

Notes:

1. Any member of the Company entitled to attend and vote at the EGM 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, 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 EGM or any adjournment thereof (i.e. not later than 2:00 p.m. on Thursday, 21 January 2021) 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 EGM or any adjournment thereof (i.e. not later than 2:00 p.m. on Thursday, 21 January 2021) 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 EGM (in person or by proxy) shall complete and deliver the reply slip of EGM enclosed to Computershare Hong Kong Investor Services Limited or the office of the Board of the Company by hand, post or fax on or before Thursday, 31 December 2020.
4. Shareholders shall produce their identification documents when attending the EGM.
5. If a proxy attends the EGM 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 their issuance. If a representative of a corporate shareholder attends the EGM, 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 EGM is expected to last for half day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
7. References to times and dates of this notice are to Hong Kong times and dates.