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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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)**

**RE-ELECTION OF THE BOARD OF DIRECTORS  
RE-ELECTION OF THE BOARD OF SUPERVISORS  
AND**

**NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2020**

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The Company will convene the EGM at 2:00 p.m. on Friday, 16 October 2020 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, 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, 15 October 2020) 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 Friday, 25 September 2020.

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

31 August 2020

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## DEFINITIONS

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*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 is/are listed for trading on the SSE (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 (中國銀行保險監督管理委員會)
“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
“Director(s)”	director(s) of the Company
“EGM”	the second extraordinary general meeting for 2020 of the Company to be held at 2:00 p.m. on Friday, 16 October 2020 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC or any 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 is/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

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## DEFINITIONS

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“Latest Practicable Date”	26 August 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, Macau and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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)
“SSE”	Shanghai Stock Exchange
“Supervisor(s)”	supervisor(s) of the Company
“SZSE”	Shenzhen Stock Exchange



中國民生銀行股份有限公司  
**CHINA MINSHENG BANKING CORP., LTD.**

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**(Stock Code: 01988)**

**(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  
Mr. WENG Zhenjie

*Independent Non-executive Directors:*

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

**Registered Address:**

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

31 August 2020

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## LETTER FROM THE BOARD

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*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF THE BOARD OF DIRECTORS  
RE-ELECTION OF THE BOARD OF SUPERVISORS  
AND  
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2020**

**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:

1. The resolution regarding the election of Directors of the eighth session of the Board of the Company
  - 1.01 to consider and approve the appointment of Mr. Zhang Hongwei as non-executive Director of the Company
  - 1.02 to consider and approve the appointment of Mr. Lu Zhiqiang as non-executive Director of the Company
  - 1.03 to consider and approve the appointment of Mr. Liu Yonghao as non-executive Director of the Company
  - 1.04 to consider and approve the appointment of Mr. Shi Yuzhu as non-executive Director of the Company
  - 1.05 to consider and approve the appointment of Mr. Wu Di as non-executive Director of the Company
  - 1.06 to consider and approve the appointment of Mr. Song Chunfeng as non-executive Director of the Company
  - 1.07 to consider and approve the appointment of Mr. Weng Zhenjie as non-executive Director of the Company
  - 1.08 to consider and approve the appointment of Mr. Zhao Peng as non-executive Director of the Company
  - 1.09 to consider and approve the appointment of Mr. Yang Xiaoling as non-executive Director of the Company
  - 1.10 to consider and approve the appointment of Mr. Liu Jipeng as independent non-executive Director of the Company

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## LETTER FROM THE BOARD

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- 1.11 to consider and approve the appointment of Mr. Li Hancheng as independent non-executive Director of the Company
- 1.12 to consider and approve the appointment of Mr. Xie Zhichun as independent non-executive Director of the Company
- 1.13 to consider and approve the appointment of Mr. Peng Xuefeng as independent non-executive Director of the Company
- 1.14 to consider and approve the appointment of Mr. Liu Ningyu as independent non-executive Director of the Company
- 1.15 to consider and approve the appointment of Mr. Qu Xinjiu as independent non-executive Director of the Company
- 1.16 to consider and approve the appointment of Mr. Gao Yingxin as executive Director of the Company
- 1.17 to consider and approve the appointment of Mr. Zheng Wanchun as executive Director of the Company
- 2. The resolution regarding the election of Shareholder Supervisors and external Supervisors of the eighth session of the Board of Supervisors of the Company
  - 2.01 to consider and approve the appointment of Mr. Lu Zhongnan as Shareholder Supervisor of the Company
  - 2.02 to consider and approve the appointment of Mr. Zhao Huan John as Shareholder Supervisor of the Company
  - 2.03 to consider and approve the appointment of Mr. Li Yu as Shareholder Supervisor of the Company
  - 2.04 to consider and approve the appointment of Mr. Wang Yugui as external Supervisor of the Company
  - 2.05 to consider and approve the appointment of Mr. Zhao Fugao as external Supervisor of the Company
  - 2.06 to consider and approve the appointment of Mr. Zhang Liqing as external Supervisor of the Company

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## LETTER FROM THE BOARD

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### **1. The resolution regarding the election of Directors of the eighth session of the Board of the Company**

Please refer to the announcement of the Company regarding, among other things, the election of members of the eighth session of the Board of the Company dated 28 August 2020.

The term of the seventh session of the Board has expired. The following is the list of candidates for the Directors of the eighth session of the Board, which has been considered and approved by the Board:

1. Nine candidates for non-executive Directors: Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu, Mr. Wu Di, Mr. Song Chunfeng, Mr. Weng Zhenjie, Mr. Zhao Peng and Mr. Yang Xiaoling;
2. Six candidates for independent non-executive Directors: Mr. Liu Jipeng, Mr. Li Hancheng, Mr. Xie Zhichun, Mr. Peng Xuefeng, Mr. Liu Ningyu and Mr. Qu Xinjiu; and
3. Two candidates for executive Directors: Mr. Gao Yingxin and Mr. Zheng Wanchun.

The Board has agreed to submit the above list of candidates for voting at the EGM, which will elect nine non-executive Directors, six independent non-executive Directors and two executive Directors. Such 17 Directors will compose the eighth session of the Board of the Company.

The Directors of the eighth session of the Board of the Company shall have a term of three years. The qualification of Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu, Mr. Wu Di, Mr. Song Chunfeng, Mr. Liu Jipeng, Mr. Li Hancheng, Mr. Xie Zhichun, Mr. Peng Xuefeng, Mr. Liu Ningyu, Mr. Gao Yingxin and Mr. Zheng Wanchun as Directors was approved by the CBIRC, and their term of office shall be effective from the date of approval at the EGM while the term of office of Mr. Weng Zhenjie, Mr. Zhao Peng, Mr. Yang Xiaoling and Mr. Qu Xinjiu shall be effective from the date of the approval of their qualification as Directors by the CBIRC.

The biographical details and further information about the candidates for the Directors of the eighth session of the Board as at the Latest Practicable Date are set out in Appendix I to this circular.

The resolution has been considered and approved by the Board on 28 August 2020 and will be proposed at the EGM for consideration by way of an ordinary resolution.

### **2. The resolution regarding the election of Shareholder Supervisors and external Supervisors of the eighth session of the Board of Supervisors of the Company**

Please refer to the announcement of the Company regarding, among other things, the election of members of the eighth session of the Board of Supervisors of the Company dated 28 August 2020.

The term of the seventh session of the Board of Supervisors has expired. The following is the list of candidates for the Supervisors of the eighth session of the Board of Supervisors, which has been considered and approved by the Board of Supervisors:

1. Three candidates for Shareholder Supervisors: Mr. Lu Zhongnan, Mr. Zhao Huan John and Mr. Li Yu; and
2. Three candidates for external Supervisors: Mr. Wang Yugui, Mr. Zhao Fugao and Mr. Zhang Liqing.



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## LETTER FROM THE BOARD

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The Board of Supervisors has agreed to submit the above list of candidates for voting at the EGM for election of three Shareholder Supervisors and three external Supervisors. Together with three employee Supervisors to be elected in accordance with the Articles of Association, such nine Supervisors will compose the eighth session of the Board of Supervisors of the Company.

The Supervisors of the eighth session of the Board of Supervisors of the Company shall have a term of three years. The term of office for the elected Supervisors shall be effective from the date of approval at the EGM and the meeting of the employee representatives.

The biographical details and further information about the candidates for Shareholder Supervisors and external Supervisors of the eighth session of the Board of Supervisors as at the Latest Practicable Date are set out in Appendix II to this circular.

The resolution has been considered and approved by the Board of Supervisors on 28 August 2020 and will be proposed at the EGM for consideration by way of an ordinary resolution.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 16 September 2020 to Friday, 16 October 2020 (both days inclusive), during which period no transfer of Shares of the Company 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, 15 September 2020. H Shareholders whose names appear on the register of members of the Company on Wednesday, 16 September 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 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 EGM.

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

## CANDIDATES FOR NON-EXECUTIVE DIRECTORS

**Mr. Zhang Hongwei**, born in 1954, has been a vice chairman of the Board of the Company since 30 April 2000. Mr. Zhang is a non-executive Director and also a member of the Strategic Development and Consumer Rights Protection Committee and the Nomination Committee under the Board. Mr. Zhang is the chairman of United Energy Group Limited (listed on the Hong Kong Stock Exchange (stock code: 00467)) and Orient Group Co., Ltd. Mr. Zhang was previously the honorary chairman and director of Orient Group Incorporation (listed on the SSE (stock code: 600811)), the chairman of Jinzhou Port Co., Ltd. (listed on the SSE (stock code: 600190)), a member of the eleventh session of CPPCC and a standing committee member of the tenth session of CPPCC. Mr. Zhang served as a vice chairman of the ACFIC from 1997 to 2007. Mr. Zhang obtained his MBA Degree from Harbin Institute of Technology in 1996 and is a senior economist.

As at the Latest Practicable Date, Mr. Zhang Hongwei, through companies controlled by him, indirectly held 1,315,117,123 A Shares of the Company, representing 3.00% of the total issued ordinary shares of the Company.

**Mr. Lu Zhiqiang**, born in 1951, has been a vice chairman of the Board of the Company since 16 July 2006. Mr. Lu is a non-executive Director and also a member of the Strategic Development and Consumer Rights Protection Committee and the Compensation and Remuneration Committee under the Board. Mr. Lu was a Director of the Company from the establishment of the Company to June 2003, the chairman of the Board of Supervisors of the Company from June 2003 to December 2004, and the vice chairman of the Board of Supervisors of the Company from December 2004 to June 2006. Mr. Lu is the chairman and president of Tohigh Holdings Co., Ltd. and Oceanwide Group Co., Ltd., and the chairman of China Oceanwide Holdings Group Co., Ltd. Mr. Lu was the president of China Oceanwide Holdings Group Co., Ltd. and the chairman of Oceanwide Holdings Co., Ltd. (listed on the SZSE (stock code: 000046)). Mr. Lu was also a non-executive director of Legend Holdings Corporation (listed on the Hong Kong Stock Exchange (stock code: 03396)) and a director of Haitong Securities Co., Ltd. (listed on the SSE (stock code: 600837) and on the Hong Kong Stock Exchange (stock code: 06837)). Mr. Lu served successively as a standing committee member and vice chairman of ACFIC from 1998 to 2012 and a member of the ninth and tenth session of CPPCC and a standing committee member of the eleventh and twelfth session of CPPCC from 1998 to 2018. Mr. Lu obtained his Master's Degree in Economics from Fudan University in 1995 and is a research fellow.

As at the Latest Practicable Date, Mr. Lu Zhiqiang, through companies controlled by him, indirectly held 2,019,182,618 A Shares, 1,020,538,470 H Shares (long position) and 604,300,950 H Shares (short position) of the Company, representing 8.32% of the total issued ordinary shares of the Company.

**Mr. Liu Yonghao**, born in 1951, has been a vice chairman of the Board of the Company since 23 March 2009. Mr. Liu is a non-executive Director, a member of the Strategic Development and Consumer Rights Protection Committee and the Nomination Committee under the Board and was previously a vice chairman of the Board from the establishment of the Company to 2006. Mr. Liu is currently the chairman and president of New Hope Group Co., Ltd., a director of New Hope Liuhe Co., Ltd. (listed on the SZSE (stock code: 000876)) and the chairman of the General Association of Sichuan Entrepreneurs. Mr. Liu is a committee member of the thirteenth session of CPPCC, a vice president of China Association of Agricultural Leading Enterprises, a vice president of China Association for Public Companies and one of the promoters of China Society for Promotion of the Guangcai Program. Mr. Liu was previously a vice chairman of the seventh and eighth sessions of ACFIC, a committee member of the eighth, ninth, tenth and eleventh sessions of CPPCC, a standing committee member of the ninth and tenth sessions of CPPCC, a vice chairman of the tenth and eleventh sessions of Committee for Economic Affairs of the CPPCC, a representative of the twelfth session of the National People's Congress and a vice president of China Society for Promotion of the Guangcai Program.

As at the Latest Practicable Date, Mr. Liu Yonghao, through companies controlled by him, indirectly held 1,930,715,189 A Shares and 184,601,000 H Shares of the Company, representing 4.83% of the total issued ordinary shares of the Company.

**Mr. Shi Yuzhu**, born in 1962, has been a non-executive Director of the Company since 20 February 2017. Mr. Shi is a member of the Strategic Development and Consumer Rights Protection Committee and Nomination Committee under the Board. Mr. Shi was previously a non-executive Director of the Company from 2006 to 2014. Mr. Shi is the chairman of Giant Network Group Co., Ltd. (listed on the SZSE (stock code: 002558)) (formerly known as Chongqing New Century Cruise Co., Ltd.), Giant Interactive Group Inc (formerly known as Shanghai ZhengTu Interactive Group Inc) and Giant Charity Foundation. Mr. Shi was previously a chairman of Shanghai ZhengTu Interactive Group Inc from 2006 to 2018, and the vice chairman of the China Minsheng Investment Group Corp., Ltd. from 2014 to 2018. Mr. Shi obtained his Bachelor's Degree in Mathematics from Zhejiang University in 1984 and graduated from the postgraduate program of soft science from Shenzhen University in 1990.

As at the Latest Practicable Date, Mr. Shi Yuzhu, through companies controlled by him, indirectly held 1,379,679,587 A Shares and 713,501,653 H Shares of the Company, representing 4.78% of the total issued ordinary shares of the Company.

**Mr. Wu Di**, born in 1965, has been a non-executive Director of the Company since 15 June 2012. He is also a member of the Related Party Transactions Supervision Committee, the Risk Management Committee and the Compensation and Remuneration Committee under the Board. Mr. Wu is the chairman of the board of directors of Good First Group Co., Ltd., and a director of Hangzhou United Rural Commercial Bank. Mr. Wu is a representative of the Fujian Provincial People's Congress, the vice chairman of Fujian Province Association of Industry and Commerce, the honorary vice chairman of Fujian Province Guangcai Promotion Society, the honorary chairman of the Non-States-Owned Enterprise Chamber of Commerce in Fujian, a standing committee member of the CPPCC Xiamen, the vice chairman of Xiamen Municipal Committee of China National Democratic Construction Association, the honorary chairman of the 1st session of Xiamen Chamber of Commerce in Shanghai, the chairman of the Liaoning Chamber of Commerce in Fujian and a council member of Jimei University. Mr. Wu obtained his Doctor's Degree in Economics from Renmin University of China and now serves as a guest professor of Renmin University of China. Mr. Wu is a senior economist.

**Mr. Song Chunfeng**, born in 1969, has been a non-executive Director of the Company since 20 February 2017. Mr. Song is a member of the Risk Management Committee, the Audit Committee and the Related Party Transactions Supervision Committee under the Board. Mr. Song is the general manager of China Shipowners Mutual Assurance Association, vice president of China Shipowners' Association, vice chairman of COSCO Jinjiang Development Co., Ltd. Quanzhou, executive director of China P&I Management Co., Ltd., director of China P & I Services (Hong Kong) Limited, executive director of Shanghai Haixing Asset Management Limited, director of CPI Services (UK) Limited. Mr. Song was a supervisor of Haitong Securities Co., Ltd. (listed on the SSE (stock code: 600837) and on the Hong Kong Stock Exchange (stock code: 06837)), the managing director of COSCO (Hong Kong) Insurance Brokers Limited, the chairman of the board of directors and general manager of Shenzhen COSCO Insurance Brokers Limited, the manager of the commerce division under the Transportation Department of COSCO/China COSCO Holdings Co., Ltd. (listed on the SSE (stock code: 601919) and on the Hong Kong Stock Exchange (stock code: 01919)), and the principal staff member, deputy director, director and manager of the commerce division of the Department of Commerce under the Department of Transportation of COSCO. Mr. Song obtained his Doctor's Degree in Law from Peking University in 2006 and is a senior economist.

**Mr. Weng Zhenjie**, born in 1962, has been a non-executive Director of the Bank since 20 February 2017. Mr. Weng is a member of the Strategic Development and Consumer Rights Protection Committee and the Audit Committee under the Board of the Bank. Mr. Weng is the chairman of Chongqing International Trust Company Limited and GuoDu Securities Co., Ltd. (listed on National Equities Exchange and Quotations (stock code: 870488)). Mr. Weng also serves as a director of Chongqing Three Gorges Bank Co., Ltd., Hefei Science & Technology Rural Commercial Bank Company Limited, China Trust Protection Fund Co., Ltd., and China Trust Registration Corporation Limited, a vice chairman of the Chongqing Committee of China National Democratic Construction Association, a standing committee member of the fifth session of Chinese People's Political Consultative Conference of Chongqing and a deputy officer of the eleventh session of the Central Financial Committee of China National Democratic Construction Association. Mr. Weng worked as the chairman and chief executive officer of Chongqing International Trust Company Limited, the chairman of Southwest Securities Co., Ltd. (listed on the SSE (stock code: 600369)), the chairman of Chongqing Three Gorges Bank Co., Ltd., a member of the ninth session of the Central Economic Committee of China National Democratic Construction Association, a deputy officer of the tenth session of the Central Financial Committee of China National Democratic Construction Association, a deputy to the third and fourth sessions of the National People's Congress of Chongqing, and a standing committee member of the National People's Congress of Chongqing, a deputy general manager of Beijing Centergate Technologies (Holding) Co., Ltd. and an instructor of the Chinese People's Liberation Army Institute of Telecommunication Engineering. Mr. Weng obtained his Master's Degree in Engineering in 1986. He is a senior economist and an expert with special allowances of the State Council.

**Mr. Zhao Peng**, born in 1973, is currently a director of Beijing Tong Ren Tang Company Limited (listed on the SSE (stock code: 600085)), vice chairman of Financial Street Holdings Co., Ltd (listed on the Hong Kong Stock Exchange (stock code: 000402)) and a non-executive director of Sino-Ocean Group Holding Limited (listed on the Hong Kong Stock Exchange (stock code: 03377)). Mr. Zhao is proposed to be the assistant general manager and board secretary of Dajia Insurance Group Co., Ltd. Mr. Zhao served as a member of the team of CBIRC to take over Anbang Insurance Group, the deputy director and director of Development and Reform Department of the former China Insurance Regulatory Commission, the senior manager of Business Management Department of China Life Insurance Company Limited (listed on the SSE (stock code: 601628); listed on the Hong Kong Stock Exchange (stock code: 02628); and listed on Taiwan Stock Exchange (company code: 02823)) and a cadre of Rizhao Commercial Bank. Mr. Zhao obtained his Doctor's Degree in Economic Law from China University of Political Science and Law in 2014. He has the qualification for an economist.

**Mr. Yang Xiaoling**, born in 1958, is currently the deputy general manager and chief operating officer of Dajia Insurance Group Co., Ltd. and general manager of Dajia Life Insurance Co., Ltd. Mr. Yang served as the assistant to the general manager (chief digital officer) of China Pacific Insurance (Group) Co., Ltd. (listed on the SSE (stock code: 601601); listed on Hong Kong Stock Exchange (stock code: 02601); and listed on London Stock Exchange (stock code: CPIC)), the member of CPC Committee, executive deputy general manager, director of transformation and promotion of China Pacific Life Insurance Co., Ltd., the general manager of Strategic Planning Department of China Pacific Insurance (Group) Co., Ltd., the general manager of China Pacific Life Insurance Co., Ltd., Beijing Branch, the deputy director of Underwriting and Claims Centre of China Pacific Life Insurance Co., Ltd., the division head and deputy general manager of China Pacific Life Insurance Co., Ltd., Shanghai Branch. Mr. Yang obtained the MBA degree from Macau University of Science and Technology in 2002. He has the qualification for an intermediate insurance economist.

The remuneration of each of the elected non-executive Directors shall be determined pursuant to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd.

Save as disclosed herein, each of the candidates for non-executive Directors does not have any relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company, and does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information in relation to each of the candidates for non-executive Directors which is discloseable pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, and no candidate is involved or has been involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules. Save as disclosed in the appendix of this circular, each of the candidates for non-executive Directors neither held any director position in any other listed public companies, nor held any other positions in the Company or its subsidiaries during the last three years. There is no other matter that shall be brought to the attention of the Shareholders of the Company.

## CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Liu Jipeng**, born in 1956, has been an independent non-executive Director of the Bank since 28 October 2016. Mr. Liu is a member of the Compensation and Remuneration Committee and the Nomination Committee and the Related Party Transactions Supervision Committee under the Board of the Bank. Mr. Liu is currently a dean, second-tier professor and doctoral tutor of the Capital Finance Research Institute of China University of Political Science and Law. He is also a legal adviser of the State-Owned Assets Supervision and Administration Commission of the State Council, deputy head of the Independent Non-Executive Director Committee of China Association for Public Companies, vice chairman of China Enterprise Reform and Development Society and chief expert of Major Program of National Social Science Foundation, an independent non-executive director of Zhongjin Gold Corp., Ltd. (listed on the SSE (stock code: 600489)), an independent non-executive director of China Oceanwide Holdings Limited (listed on the Hong Kong Stock Exchange (stock code: 00715)), an independent non-executive director of Chongqing Changan Automobile Co., Ltd. (listed on the SZSE (stock code: 000625)), an independent non-executive director of China Tonghai International Financial Limited (previously known as China Oceanwide International Financial Limited, and listed on the Hong Kong Stock Exchange (stock code: 00952)), and an independent director of Valiant Co., Ltd. (listed on the SZSE (stock code: 002643)). Mr. Liu Jipeng was a professor of law and economic research centre of China University of Political Science and Law, professor and head of corporate research centre of Capital University of Economics and Business, a director and assistant researcher of CITIC International Research Centre (中信國際研究所) and an assistant researcher



and deputy academic secretary (deputy director) of Institute of Industrial Economics of China Academy of Social Science, an independent non-executive director of AVIC Capital Co., Ltd. (listed on the SSE (stock code: 600705)) and an independent non-executive director of Dalian Wanda Commercial Properties Co., Ltd. (previously listed on the Hong Kong Stock Exchange (stock code: 03699) (delisted)). Mr. Liu served as an independent non-executive director of Wanda Hotel Development Company Limited (listed on the Hong Kong Stock Exchange (stock code: 00169)), and an independent non-executive director of China-Singapore Suzhou Industrial Park Development Group Co., Ltd. (listed on the SSE (stock code: 601512)). Mr. Liu Jipeng obtained his Bachelor's Degree from the Department of Industry and Economics of Beijing Institute of Economics in 1983 and his Master's Degree in Economics from the Chinese Academy of Social Sciences in 1986. Mr. Liu Jipeng is a second-tier professor, senior researcher, senior economist and qualified as a certified public accountant (non-practicing).

Mr. Liu has many years of experience in economic studies and management of listed companies and can promote the diversification of composition of the Board. He will provide the Board with knowledge and experience in strategic management and corporate governance.

**Mr. Li Hancheng**, born in 1963, has been an independent non-executive Director of the Bank since 28 October 2016. Mr. Li is the chairman of the Related Party Transactions Supervision Committee and a member of the Nomination Committee, the Compensation and Remuneration Committee and the Risk Management Committee under the Board. Mr. Li is a senior partner, director, and chairman of the Business Management and Risk Control Committee under the Board of Beijing S&P Law Firm and the director of the Management Committee and a lawyer of Beijing S&P Haikou Law Firm, and qualified as a lawyer in the People's Republic of China. He is also a member of China Maritime Law Association, All China Lawyers Association, and Beijing Lawyers' Association. He has been an independent non-executive director of Styland Holdings Limited (listed on the Hong Kong Stock Exchange (stock code: 00211)), an external director of Beijing Electronics Holding Company Limited, and an independent director of SnowValley Agricultural Development Co., Ltd.. Mr. Li Hancheng was the administration officer and manager of Beijing S&P Law Firm and a staff member, a principal staff member and a deputy director of the Office of Personnel, and an assistant judge, a judge and a senior judge of Economic Division of the Supreme People's Court of People's Republic of China. Mr. Li Hancheng obtained his Bachelor's Degree in Law from Southwest College of Political Science & Law (currently known as Southwest University of Political Science and Law) in 1984.

Mr. Li has many years of experience in commercial laws and can promote the diversification of composition of the Board. He will make contribution to the management of compliance risk in respect of the commercial and legal areas.

**Mr. Xie Zhichun**, born in 1958, has been an independent non-executive Director of the Bank since 28 October 2016 and is also the chairman of the Risk Management Committee and a member of the Nomination Committee and the Compensation and Remuneration Committee under the Board. Mr. Xie is an executive director and the chairman of China Fortune Financial Group Limited (listed on the Hong Kong Stock Exchange (stock code: 00290)), an independent non-executive director of China Taiping Insurance Holdings Company Limited (listed on the Hong Kong Stock Exchange (stock code: 00966)), a vice chairman of the consultation committee of Shenzhen Qianhai Shekou Free Trade Zone and Qianhai Shenzhen-Hong Kong Cooperation Zone, a distinguished professor of the Research Centre for Economic Development in China's Special Economic Zone in Shenzhen University and a postgraduate supervisor of

PBC School of Finance of Tsinghua University. Mr. Xie served as an independent non-executive director of SuperRobotics Holdings Limited (listed on the Hong Kong Stock Exchange (stock code: 08176)), a non-executive director of China Smartpay Group Holdings Limited (listed on the Hong Kong Stock Exchange (stock code: 08325)), a deputy general manager of China Investment Corporation and an executive director and the general manager of Central Huijin Investment Ltd., an executive director and deputy general manager of China Everbright Group Limited, the chairman of the board of directors of Sun Life Everbright Life Insurance Co., Ltd., the chairman of the board of directors of Sun Life Everbright Asset Management Co., Ltd., a vice president of China Everbright Bank Company Limited, a director and the president of Everbright Securities Company Limited, a vice chairman (unattending) of China Enterprises Association (Singapore), and a vice chairman (unattending) of Securities Association of China. Mr. Xie Zhichun obtained his Bachelor's Degree in Philosophy from Heilongjiang University in 1982, Master's Degree in Economics from Harbin Institute of Technology in 1993 and Doctor's Degree in Economics from Nankai University in 2004. Mr. Xie attended advanced management programmes in Yale School of Management in the United States from August to September 2011 and in Harvard Business School (AMP156) from April 1999 to July 1999, respectively. Mr. Xie Zhichun is a senior economist.

Mr. Xie has many years of experience in the management of banks and asset management companies and can promote the diversification of composition of the Board. He will provide the Board with experience in financial investment and management of banking business.

**Mr. Peng Xuefeng**, born in 1962, has been an independent non-executive Director of the Bank since 20 February 2017. He is the chairman of the Nomination Committee, a member of the Compensation and Remuneration Committee and the Audit Committee under the Board. Mr. Peng is the director of Beijing Dentons Law Offices, LLP and an independent non-executive director of Dong Yi Ri Sheng Home Decoration Group Co., Ltd. (listed on the SZSE (stock code: 002713)). Mr. Peng was a lawyer at Beijing No. 4 Law Firm (北京市第四律師事務所), a lawyer and deputy director at Beijing Yanshan Law Firm (北京市燕山區律師事務所), a clerk at the intermediate people's court in Cangzhou, Hebei Province. He served as an independent non-executive director of Beijing Haohua Energy Resource Co., Ltd. (listed on the SSE (stock code: 601101)), Beijing SINODATA Technology Co., Ltd. (listed on the SZSE (stock code: 002657)), Beijing Vantone Real Estate Co., Ltd. (listed on the SSE (stock code: 600246)), Shandong Shipping Corporation (listed on National Equities Exchange and Quotations (stock code: 835589)), Huida Sanitary Ware Co., Ltd. (listed on the SSE (stock code: 603385)) and Henan Zhongfu Industrial Co., Ltd (listed on the SSE (stock code: 600595)). He was also a standing committee member of the twelfth session of CPPCC, a representative of the eleventh session of the National People's Congress, a vice president of the fifth session of All China Lawyers Association, a standing council member of the fourth session of All China Lawyers Association, a vice chairman of the sixth and the seventh sessions of Beijing Lawyers Association, a standing council member of the fourth and the fifth sessions of Beijing Lawyers Association, a member of the standing committee of the tenth session of All-China Youth Federation, a member of the eighth session of All-China Youth Federation, a standing member and the chief supervisor of the ninth session of Beijing Youth Federation and a member of the seventh and eighth sessions of Beijing Youth Federation. Mr. Peng obtained his Doctor's Degree in International Finance Law from Peking University in 2008 and has the qualification of lawyer, qualification of lawyer engaged in securities and qualification of certified tax agent.

Mr. Peng has many years of experience in legal practice and public administration and can promote the diversification of composition of the Board. He will provide advice on legal matters and improve our internal control system.

**Mr. Liu Ningyu**, born in 1969, has been an independent non-executive Director of the Bank since 20 February 2017. He is the chairman of the Audit Committee and a member of the Nomination Committee and the Related Party Transactions Supervision Committee under the Board. Mr. Liu serves as the managing partner of Zhongshenzhonghuan Certified Public Accountants (special general partnership), vice chairman of Liaoning Institute of Certified Public Accountant, vice chairman of Liaoning Province Appraisal Society, a director of China Engineering Cost Association and an independent non-executive director of Zhongchao New Material Shares Co., Ltd. He was the managing partner of Ruihua Certified Public Accountants (special general partnership) (瑞華會計師事務所(特殊普通合夥)), the managing partner of Crowe Horwath China CPAs (special general partnership) (國富浩華會計師事務所(特殊普通合夥)), the chief executive officer of Crowe Horwath China CPAs (國富浩華會計師事務所有限公司), the chief accountant of Liaoning Wanlong Jinhui CPA Co., Ltd. (遼寧萬隆金匯會計師事務所有限公司), a project manager of Liaoning Accounting Firm (遼寧會計師事務所) and an independent non-executive director of Jinzhou Port Co., Ltd. (listed on the SSE (stock code: 600190)). Mr. Liu Ningyu obtained his MBA Degree from Macau University of Science and Technology in 2004 and studied for a senior course of the Executive Master of Business Administration (EMBA) held by Peking University from 2012 to 2013. Mr. Liu is a professor level senior accountant, a certified public accountant, a certified public valuer, a certified public accountant in Australia, the national accounting leading talent and senior member of The Chinese Institute of Certified Public Accountants.

Mr. Liu has many years of experience in accounting and corporate governance and can promote the diversification of composition of the Board. He will provide valuable advice to the Board on financial management and audit.

**Mr. Qu Xinjiu**, born in 1964, is currently a professor of China University of Political Science and Law and a part-time associate of Beijing Fada Law Firm. Mr. Qu served as the deputy dean and dean of School of Criminal Justice of China University of Political Science and Law, the director of Criminal Law Research Institute of School of Criminal Justice of China University of Political Science and Law, and served concurrently as the deputy director of Investigation Supervision Department of the Supreme People's Procuratorate, the deputy procurator-general of Beijing Fengtai District People's Procuratorate, a part-time associate of Beijing Dadi Law Firm. Mr. Qu obtained a juris doctor's degree in litigation from China University of Political Science and Law in 2001. Mr. Qu has the qualification for university teacher and lawyer.

Mr. Qu has many years of experience in legal practice and can promote the diversification of composition of the Board. He will provide valuable advice on system establishment and operation compliance.

In respect of the nomination of independent non-executive Directors stated above, the Company has considered the diversity of the Board and has taken into account various factors, including but not limited to gender, age, cultural and educational background, professional experience, skill and knowledge, personal value and potential contribution to the Board. The nomination was based on objective consideration of the benefits of diversity of the Board and was in accordance with the laws, regulations and securities regulatory authorities.

The remuneration of each of the elected independent non-executive Directors shall be determined pursuant to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd.



Each of the candidates for independent non-executive Directors 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 each of the candidates for independent non-executive Director is independent pursuant to the guidelines on independence under the Hong Kong Listing Rules.

Each of the candidates for independent non-executive Directors does not have any relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company, and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information in relation to each of the candidates for independent non-executive Directors which is discloseable pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, and each of the candidates for independent non-executive Directors is not involved and has not been involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules. Save as disclosed in the appendix of this circular, each of the candidates for independent non-executive Directors neither held any director position in any other listed public companies, nor did he hold any other positions in the Company or its subsidiaries during the last three years. There is no other matter that shall be brought to the attention of the Shareholders of the Company.

## CANDIDATES FOR EXECUTIVE DIRECTORS

**Mr. Gao Yingxin**, born in 1962, has been the secretary of the Party Committee since May 2020. He is the chairman and an executive Director of the Bank and also the chairman of the Strategic Development and Consumer Rights Protection Committee and a member of the Nomination Committee under the Board. Mr. Gao is a member of the thirteenth session of the CPPCC. Before joining the Bank, he was the vice chairman and the chief executive of BOC Hong Kong (Holdings) Limited (listed on the Hong Kong Stock Exchange (stock code: 02388)) and Bank of China (Hong Kong) Limited from January 2018 to May 2020, executive director of Bank of China Limited (“BOC”) (listed on the SSE (stock code: 601988) and listed on the Hong Kong Stock Exchange (stock code: 03988)) from December 2016 to January 2018, non-executive director of BOC Hong Kong (Holdings) Limited from March 2015 to January 2018, executive vice president of BOC from February 2015 to January 2018, executive director and deputy chief executive of BOC Hong Kong (Holdings) Limited and Bank of China (Hong Kong) Limited from February 2005 to March 2015, president and chief operating officer of BOC International Holdings Limited from July 2004 to February 2005, general manager of corporate banking department at BOC head office from June 1999 to July 2004 and vice general manager of credit department and vice general manager of corporate banking department at BOC head office from September 1996 to June 1999. Mr. Gao graduated from the East China University of Science and Technology with a Master’s Degree in Engineering in 1986 and is a senior economist.

**Mr. Zheng Wanchun**, born in 1964, has been an executive Director of the Bank since 1 February 2016. He is the President of the Bank and a member of the Strategic Development and Consumer Rights Protection Committee, Compensation and Remuneration Committee and Risk Management Committee under the Board. Before joining the Bank, Mr. Zheng served as a vice president of Industrial and Commercial Bank of China Limited (listed on the SSE (stock code: 601398) and the Hong Kong Stock Exchange (stock code: 01398)) from September 2013 to October 2015. Prior to that, he was the president of China Great Wall Asset Management Corporation from February 2011 to September 2013, vice president of China Huarong Asset Management Co., Ltd., chairman of Huarong Securities and chairman of Huarong Rongde Asset Management Co., Ltd., a joint venture of China and Germany, from December 2004 to February 2011, and served concurrently as the chairman of Huarong Futures from January 2009 to February 2011. He was also the assistant president of China Huarong Asset Management Co., Ltd

from September 2003 to December 2004, the general manager of Operation Management Department of China Huarong Asset Management Co., Ltd. from April 2002 to August 2004, the general manager of Creditor Rights Management Department of China Huarong Asset Management Co., Ltd. from June 2000 to April 2002, the deputy general manager of the Industry and Commerce Credit and Loan Department of Industrial and Commercial Bank of China Limited from October 1999 to June 2000, assistant president and general manager of the Business Department of Hainan Branch of Industrial and Commercial Bank of China Limited from November 1998 to October 1999, secretary of the Leading Party Members' Group and president of Hainan Yangpu Branch of Industrial and Commercial Bank of China Limited from April 1997 to November 1998, the deputy director and director of the Public Facilities Financing Department in the Head Office of Industrial and Commercial Bank of China Limited from July 1991 to April 1997. Mr. Zheng obtained his Doctor's Degree in Economics from Renmin University of China in 2000 and is a senior economist.

The remuneration of each of the elected executive Directors shall be determined pursuant to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd.

Each of the candidates for executive Directors does not have any relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company, and does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information in relation to each of the candidates for executive Directors which is discloseable pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, and is not involved and has not been involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules. Save as disclosed in the appendices to this circular, each of the candidates for executive Directors neither held any director position in any other listed public companies, nor did he hold any other positions in the Company or its subsidiaries during the last three years. There is no other matter that shall be brought to the attention of the Shareholders of the Company.

## CANDIDATES FOR SHAREHOLDER SUPERVISORS

**Mr. Lu Zhongnan**, born in 1955, has been a Shareholder Supervisor of the Board of Supervisors of the Bank since 16 January 2007, and is also a member of the Supervisory Committee and Nomination and Examination Committee under the Board of Supervisors of the Bank. Mr. Lu was previously the director of Heilongjiang Branch of Bank of China, vice president of Harbin Branch of Bank of China, vice president and executive vice president of Heilongjiang Branch of Bank of China, vice president of Shenyang Branch of Bank of China, a director of Orient Group Incorporation (listed on the SSE (stock code: 600811)) and New China Life Insurance Company Ltd. (listed on the SSE (stock code: 601366); and listed on Hong Kong Stock Exchange (stock code: 01336)), vice chairman and president of China Minzu Securities Co., Ltd., chairman of Shenzhen New Industries Venture Capital Co., Ltd., a director, vice chairman, and chairman of the executive committee under the board of directors of New China Trust Co., Ltd. and an independent director of Qilu Bank Co., Ltd. (listed on the National Equities Exchange and Quotations (stock code: 832666)). Mr. Lu graduated from the advanced studies of the postgraduate course of economic management from Heilongjiang Provincial Academy of Social Sciences and is a senior economist.

**Mr. Zhao Huan John**, born in 1963, is a chairman and president of Hony Capital, non-executive director of Legend Holdings Corporation (listed on the Hong Kong Stock Exchange (stock code: 03396)), China Glass Holdings Limited (listed on the Hong Kong Stock Exchange (stock code: 03300)), Lenovo Group Limited (listed on the Hong Kong Stock Exchange (stock code: 00992)), Zoomlion Heavy Industry Science and Technology Co., Ltd. (listed on the SZSE (stock code: 000157); and listed on the Hong Kong Stock Exchange (stock code: 01157)), and Shanghai Jin Jiang International Hotels Development Co., Ltd. (listed on the SSE (stock code: 600754)), executive director and chairman of Best Food Holding Company Limited (listed on the Hong Kong Stock Exchange (stock code: 01488)), non-executive director of ENN Ecological Holdings Co., Ltd. (listed on the SSE (stock code: 600803)), executive director and chairman of the board of directors of Goldstream Investment Limited (listed on the Hong Kong Stock Exchange (stock code: 01328)). Mr. Zhao was previously an executive director and executive vice president of Legend Holdings Corporation, a non-executive director of Hospital Corporation of China Limited (listed on the Hong Kong Stock Exchange (stock code: 03869)), chairman and president of INFOLIO, INC., chairman and president of VADEM, LTD., vice president of US ROBOTICS, INC., R&D director of SHURE BROTHERS, INC., and workshop manager of Jiangsu Radio Factory. Mr. Zhao obtained a dual Master's Degree from Northern Illinois University and an MBA Degree from Northwestern University.

**Mr. Li Yu**, born in 1974, is the vice chairman of Shanghai Innovation Investment Limited (上海創新投資有限公司). Mr. Li was previously the CEO of Shandong Yatai Zhonghui Group Co., Ltd. (山東亞太中慧集團) and vice president of Pacific Alliance Group. Mr. Li obtained a Master's Degree in Economics (major in Finance) from the School of Finance of Remin University of China.

The remuneration of each of the elected Shareholder Supervisors shall be determined pursuant to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd.

Save as disclosed herein, each of the candidates for Shareholder Supervisors does not have any relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company, and does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information in relation to each of the candidates for Shareholder Supervisors which is discloseable pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, and each of the candidates for Shareholder Supervisors is not involved and has not been involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules. Save as disclosed in the appendices to this circular, each of the candidates for Shareholder Supervisors neither held any director position in any other listed public companies, nor did he hold any other positions in the Company or its subsidiaries during the last three years. There is no other matter that shall be brought to the attention of the Shareholders of the Company.

## CANDIDATES FOR EXTERNAL SUPERVISORS

**Mr. Wang Yugui**, born in 1951, has been an external Supervisor of the Bank since 20 February 2017. Mr. Wang is the Chairman of the Nomination and Examination Committee and a member of the Supervisory Committee under the Board of Supervisors. Mr. Wang is an independent non-executive director of Bank of Hebei Co., Ltd. and an arbitrator of the Maritime Arbitration Commission of China Council for the Promotion of International Trade, and an independent director of Asia-Pacific Property & Casualty Insurance Co., Ltd. Mr. Wang was the general manager of China Shipowners Mutual Assurance Association, an executive council member of China Maritime Law Association and the China Association of Trade in Services. He was also a non-executive director and supervisor of China Everbright Bank, a non-executive director of the first to sixth sessions of the Board of the Company and a supervisor of Haitong Securities Co., Ltd. (listed on the SSE (stock code: 600837) and on the Hong Kong Stock Exchange (stock code: 06837)). Mr. Wang graduated from Beijing International Studies University and is a senior economist.

**Mr. Zhao Fugao**, born in 1955, has been appointed as an external supervisor of the Bank since 21 June 2019. Mr. Zhao is a member of the Supervisory Committee and the Nomination and Examination Committee under the Board of Supervisors. Mr. Zhao served as the head of preparatory team of CCB Property & Casualty Insurance Co., Ltd. and CCB Life Asset Management Company Limited, the president and vice chairman of CCB Life Insurance Company Limited (which changed its name as CCB Life Insurance Co., Ltd. in 2016), the person in charge of the preparatory group for insurance business of China Construction Bank Corporation, the general manager of the Personal Deposit and Investment Department in the head office of China Construction Bank Corporation, successively served as staff member, deputy principal staff member, deputy division director, division director, member and Secretary of the Party Committee, vice president and president of Sichuan Branch of China Construction Bank Corporation (listed on the SSE (stock code: 601939) and on the Hong Kong Stock Exchange (stock code: 00939)), the president and Secretary of the Party Committee of Chengdu Branch of China Construction Bank Corporation. Mr. Zhao obtained a Bachelor's Degree in Economics from Hubei University of Finance and Economics (currently known as Zhongnan University of Economics and Law). He is a senior economist and an expert with special allowances of the State Council.

**Mr. Zhang Liqing**, born in 1963, is currently a professor, the director of Centre for International Finance Studies, the director of Collaborative Innovation Center for Global Financial Governance in Central University of Finance and Economics. Mr. Zhang served as the dean of School of Finance, deputy director of Finance Department and director of International Finance Teaching and Research Office of Central University of Finance and Economics; the visiting scholar of School of Economic Development of World Bank; senior visiting researcher of Peterson Institute for International Economics; senior visiting researcher of Columbia Global Centers of Columbia University; visiting professor of College of Asia and the Pacific of Australian National University; guest professor of German University of Applied Sciences; visiting researcher of Fairbank Center for Chinese Studies of Harvard University; guest professor of Business School of University of Birmingham; the independent director of Gome Finance Technology Co., Ltd. (listed on the Hong Kong Stock Exchange (stock code: 00628)), Bank of Ruifeng, China Securities Co., Ltd., and Poly Developments and Holdings Group Co., Ltd. (listed on the SSE (stock code: 600048)). Mr. Zhang obtained the Doctor's Degree in Global Economics from Renmin University of China.

The remuneration of each of the elected external Supervisors shall be determined pursuant to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd.

Each of the candidates for external Supervisors does not have any relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company, and does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information in relation to each of the candidates for external Supervisors which is discloseable pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, and each of the candidates for external Supervisors is not involved and has not been involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules. Save as disclosed in the appendices to this circular, each of the candidates for external Supervisors neither held any director position in any other listed public companies, nor did he hold any other positions in the Company or its subsidiaries during the last three years. There is no other matter that shall be brought to the attention of the Shareholders of the Company.



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 EXTRAORDINARY GENERAL MEETING FOR 2020**

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting for 2020 (“EGM”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Friday, 16 October 2020 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC, for the consideration and, if thought fit, passing of the following resolutions:

**ORDINARY RESOLUTIONS**

1. The resolution regarding the election of Directors of the eighth session of the Board of the Company
  - 1.01 to consider and approve the appointment of Mr. Zhang Hongwei as non-executive Director of the Company
  - 1.02 to consider and approve the appointment of Mr. Lu Zhiqiang as non-executive Director of the Company
  - 1.03 to consider and approve the appointment of Mr. Liu Yonghao as non-executive Director of the Company
  - 1.04 to consider and approve the appointment of Mr. Shi Yuzhu as non-executive Director of the Company
  - 1.05 to consider and approve the appointment of Mr. Wu Di as non-executive Director of the Company
  - 1.06 to consider and approve the appointment of Mr. Song Chunfeng as non-executive Director of the Company
  - 1.07 to consider and approve the appointment of Mr. Weng Zhenjie as non-executive Director of the Company
  - 1.08 to consider and approve the appointment of Mr. Zhao Peng as non-executive Director of the Company
  - 1.09 to consider and approve the appointment of Mr. Yang Xiaoling as non-executive Director of the Company

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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2020

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- 1.10 to consider and approve the appointment of Mr. Liu Jipeng as independent non-executive Director of the Company
- 1.11 to consider and approve the appointment of Mr. Li Hancheng as independent non-executive Director of the Company
- 1.12 to consider and approve the appointment of Mr. Xie Zhichun as independent non-executive Director of the Company
- 1.13 to consider and approve the appointment of Mr. Peng Xuefeng as independent non-executive Director of the Company
- 1.14 to consider and approve the appointment of Mr. Liu Ningyu as independent non-executive Director of the Company
- 1.15 to consider and approve the appointment of Mr. Qu Xinjiu as independent non-executive Director of the Company
- 1.16 to consider and approve the appointment of Mr. Gao Yingxin as executive Director of the Company
- 1.17 to consider and approve the appointment of Mr. Zheng Wanchun as executive Director of the Company
- 2. The resolution regarding the election of Shareholder Supervisors and external Supervisors of the eighth session of the Board of Supervisors of the Company
  - 2.01 to consider and approve the appointment of Mr. Lu Zhongnan as Shareholder Supervisor of the Company
  - 2.02 to consider and approve the appointment of Mr. Zhao Huan John as Shareholder Supervisor of the Company
  - 2.03 to consider and approve the appointment of Mr. Li Yu as Shareholder Supervisor of the Company
  - 2.04 to consider and approve the appointment of Mr. Wang Yugui as external Supervisor of the Company
  - 2.05 to consider and approve the appointment of Mr. Zhao Fugao as external Supervisor of the Company
  - 2.06 to consider and approve the appointment of Mr. Zhang Liqing as external Supervisor of the Company



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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2020

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### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 16 September 2020 to Friday, 16 October 2020 (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, 15 September 2020. H shareholders whose names appear on the register of members of the Company on Wednesday, 16 September 2020 will be entitled to attend and vote at the EGM.

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

31 August 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, Mr. Song Chunfeng and Mr. Weng Zhenjie; and the independent non-executive directors are Mr. Liu Jipeng, Mr. Li Hancheng, Mr. Xie Zhichun, Mr. Peng Xuefeng, Mr. Liu Ningyu and Mr. Tian Suning.*

*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, 15 October 2020) 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, 15 October 2020) 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 Friday, 25 September 2020.
4. Shareholders shall produce their identification documents when attending the EGM.



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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2020

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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.